

PA6000048323

96 JUN -6 AM 10:43

DIVISION OF CORPORATION

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

200001858812
-06/06/96--01035--021
1120.00 *+70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. M.P.G.A., INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time 2:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -6 PM 1:41

6-6-96
Examiner's Initials

(XW)

ARTICLES OF INCORPORATION
OF
M.P.G.A., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -6 PM 1:41

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **M.P.G.A., INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 3788 Northeast 166 Street, North Miami Beach, Florida 33160 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Philippe Noris
Vice-President:	Garard Carciani
Secretary:	Marie-Paule Noris
Treasurer:	Philippe Noris

whose addresses shall be the same as the principal office of the Corporation.



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Philippo Noris
Garard Carclani

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.



ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 14 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15 - EFFECTIVE DATE

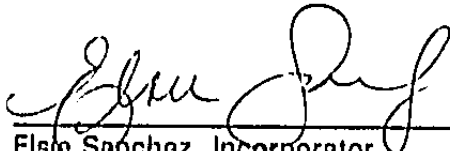
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged
and filed the foregoing Articles of Incorporation under the laws of the State of Florida,
this JUN 25 1996.


Elsie Sanchez, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -6 PM 1:41

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered
office of the Corporation name above, and having been designated as the Registered
Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts
the obligations of the position of Registered Agent under the applicable provisions of
the Florida Statutes.

AmeriLawyer® Chartered

By:


Lawrence J. Spiegel, President



P96000048323

M.P.G.A., INC.

Import & Distribution
"Cabuchon" Jewelry • "Limoges" Pill Boxes • Showcases

Ph. / Fax: (305) 466-0557

3025 N.E. 190th St. • Suite #305
Aventura, FL 33180

Minutes of Meeting of M.P.G.A., Inc.

Between Philippe NORIS, President, Gerard CARCIANI, Vice-President and Marie Paule NORIS, Secretary, all officers of M.P.G.A., Inc.

The Meeting was held today, Monday September 9, 1996 at 10am, 3025 NE. 190th Street, Suite 305, Aventura, Florida 33180.

The Following has been approved by all the officers:

Starting from today, M.P.G.A., Inc. will move its office, warehouse from its precedent address, which is 3866 NE. 166th Street, North Miami Beach, Florida 33160 - Ph.(305) 947-3185 to a new address which is 3025 NE. 190th Street Suite #305 Aventura, Florida 33180,

Phone # (305) 466-0557. All assets of the company will be transferred to the new address and any business activity will remain at the precedent address.

Starting from today, all trades companies, bank, State or Federal administrations will be informed of this change. All business accounts will be mailed to the new address.

Dated: 16th day of September 1996, 10am.

Philippe Noris
President

Marie Paule Noris
Secretary

Gerard Carciani
Vice President

RECEIVED
96 SEP 18 PM 3:29
DIVISION OF CORPORATIONS

Filed # P96000048323 June 6 1996

Change of address

SEP 18 1996

P96000248323

M.P.G.A., INC.

Import & Distribution
"Cabuchon" Jewelry - "Limoges" Pill Boxes - Showcases

Ph / Fax: (305) 466-0557

3025 N.E. 190th St. - Suite #305
Aventura, FL 33180

Minutes of Meeting of M.P.G.A., Inc.

Between Philippe NORIS, President, Gerard CARCIANI, Vice-President and Marie Paule NORIS, Secretary, all officers of M.P.G.A., Inc.

The Meeting was held today, Monday October 21, 1996 at 10am, 3000 NE. 190th Street, Suite 302, Aventura, Florida 33180.

The Following has been approved by all the officers:

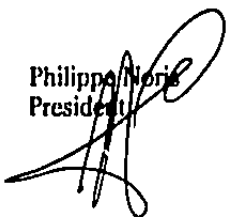
Starting from today, M.P.G.A., Inc. will move its office, warehouse from its precedent address, which is 3866 NE. 166th Street, North Miami Beach, Florida 33160 - Ph.(305) 947-3185 to a new address which is 3000 NE. 190th Street Suite #302 Aventura, Florida 33180,

Phone # (305) 466-0557. All assets of the company will be transferred to the new address and any business activity will remain at the precedent address.

Starting from today, all trades companies, bank, State or Federal administrations will be informed of this change. All business accounts will be mailed to the new address.

Dated: 16th day of October 21, 1996, 10am.

Philippe Noris
President



Gerard Carciani
Vice President



Marie Paule Noris
Secretary



RECEIVED
96 OCT 29 PM 2:07
DIVISION OF CORPORATIONS

Change of address

OCT 29 1996

P96000048323

M.P.G.A., INC.

Import & Distribution
"Cabuchon" Jewelry - "Linogoa" Pill Boxes - Showcases

Ph. / Fax: (305) 466-0557

3025 N.E. 190th St. - Suite #305
Aventura, FL 33180

Agreement Buy & Sell of M.P.G.A., Inc.'s Shares

Between

Philippe Noris and Gerard Carciani as 100% stockholder of
M.P.G.A., Inc.

And

Marie Paule Noris

100002035331--3

-12/20/96--01087--014

*****96.25 *****96.25

Mr. Gerard Carciani resigns herewith from the corporation M.P.G.A., Inc. as a Stockholder. He passes his 49% (Fourty nine percents) to Marie Paule Noris. He gives up all his rights, actual and future benefits against M.P.G.A., Inc. to Marie Paule Noris. Gerard Carciani receives therefore the total amount of \$500.00 (Five Hundred dollars) paid by Marie Paule Noris.

No futher payments are due for the today's transfer of his shares. That amount includes also his complete personal investment and all time spend up till October 21, 1996. Payments will be made as per today: \$500.00 in cash from Marie Paule Noris

Those items which are included in the list remains assets of M.P.G.A., Inc. Gerard Carciani gives up his property rights on all items mentioned in attached assets list. Upon request he has to deliver immediately all assets which are currently located at 3788 NE 166th Street North Miami Beach, Florida 33160, Phone (305) 947-3185 to the following address:

3000 NE 190th Street, Suite#302 - Aventura, Florida 33180, Phone (305) 466-0557

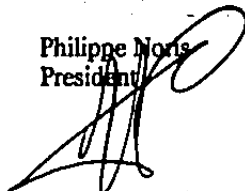
Mr. Gerard Carciani declares to be willing to sign all necessary papers in order to pass his shares to Marie Paule Noris, deliver all corporate checks, books etc... Any futher work performed by Gerard Carciani, will be paid separately by the corporation with an individual agreement. He will not pass any internal decisions, work details to other individuals. He futher agrees, in order to avoid penalties and damages, not to cooperate with other competitive companies in the US for a period of 1 year.

Marie Paule Noris is becoming Vice-President and Secretary of M.P.G.A., Inc.

Made in three copies,

Dated: 16th of October 21 1996, 10:30Am

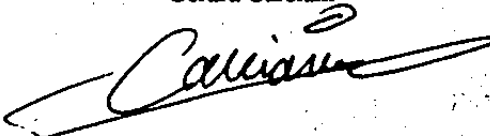
Philippe Noris
President



Marie Paule Noris



Gerard Carciani



Amerd
TUE DEC 18 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 18 PM 4: 18



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 29, 1996

PHILIPPE NORIS
M.P.G.A., INC.
3000 N.E. 190TH STREET, SUITE 302 .
AVENTURA, FL 33180

SUBJECT: M.P.G.A., INC.
Ref. Number: P96000048323

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 696A00049860

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 18 PM 4:18

M. P. G. A. INC.
3000 NE 190 ST # 302 Aventura FL 33180
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, ~~added~~ or ~~deleted~~)

Article 5 . Officers

The Officers of the corporation shall be:

President : Philippe Noris
Vice-President : Marie Paule Noris
Secretary : Marie Paule Noris
Treasurer : Philippe Noris

Whose addresses shall be the same as the principal office of the Corporation

Article 6 . Director(s)

The Director(s) of the Corporation shall be:

Philippe Noris
Marie Paule Noris

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: Oct. 16, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):


"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 18th day of November, 19 96

Signature

 Philippe NORIS President
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Title