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# CERTIFICATE OF INCORPORATION

OF

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TALLAMORATE PLONIDA

An Elegant Occasion, Inc.

We, the undersigned, hereby form a body corporate under Chapter 607, Florida Statutes, under the following certificate of incorporation which I do hereby make, subscribe to and acknowledge, and to be filed in the office of the Secretary of State of Florida.

### Article I.

The name of this corporation shall be: An Elegant Occasion, Inc.

# Article II.

This corporation shall have the power to engage in international business development and financial options specialization and in any other activity or business permitted under the laws of the United States and of the State of Florida.

### Article III.

The total authorized capital stock of this corporation shall be ten thousand (10,000) shares of common stock at \$1.00 par value.

The stock shall be paid for in cash, property or services, at a fair valuation to be fixed by the Board of Directors at a meeting called for this purpose.

#### Article IV.

The amount of capital with which this corporation shall begin business shall be one hundred dollars (\$100.00).

#### Article V.

The period of existence of this corporation shall be perpetual or until dissolved by law.

## Article VI

The principal office and place of business shall be 2245 NW 110th Street, Miami, Florida 33167, but it may establish branch offices in any other place and may change the place of the principal office as and when it is deemed advisable by its Board of Directors. The registered office of this corporation shall be 2245 NW 110th Street, Miami, Florida 33167, and its registered agent at that address shall be Mattie Berrian.

#### Article VII

The number of directors comprising the Board of Directors of this corporation shall be two (2) but the same may be increased or decreased from time to time by majority vote of the Board of Directors.

#### Article VIII

The names and street addresses of the first Board of Directors of this corporation to serve until the first annual meeting, or until after their successors are elected and qualified are as follows:

Name

Address

Mattie Berrian

2245 NW 110th Street Miami, Fl 33167

Lila Gaston

3507 NW 196th Lane Miami, Fl. 33056

### Article IX

The officers of this corporation shall be a President, Secretary and a Treasurer, and such other officers as may be authorized by majority vote of the Board of Directors.

## Article X.

The names and street addresses of each of the original subscribers to the capital stock of this corporation and the number of shares subscribed for by each are as follows.

NAME	ADDRESS	NO.OF SHARES
Mattie Berrian	2245 NW 110th Street Miami, Florida 33167	3,000
Lila Gaston	3507 NW 196th Lane Miami, Florida 33167	3,000

# Article XI.

This corporation shall have the power to amend, alter, change, or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, by the affirmative vote of the majority of the stock entitled to vote thereon, except that any change regarding restrictions on the sale or transfer of stock requires unanimous vote of the stockholders.

### Article XII.

The name and street addresses of the officers of the corporation to serve until the first annual meeting, or until after their successors are elected and qualified are as follows.

NAME	ADDRESS
Mattie Berrian	2245 NW 110th Street
President/Treasurer	Miami, Florida 33167
Lila Gaston	3507 NW 196th Lane
Secretary	Miami, Florida 33056

#### Article XIII.

No holder of any of the shares of the capital stock of the corporation shall be entitled as of right to purchase or to subscribe for any unissued stock of any class, or any additional shares of any class, to be issued by reason of any increase of the authorized capital stock of the corporation of any class, or bonds, certificate of indebtedness, debentures, or other securities convertible into stock or carrying any right to purchase stock, may be issued and disposed of, pursuant to resolutions passed by the Board of Directors, to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

Before selling any of his capital stock in the corporation, the stockholder desiring to sell shall first offer the stock, at the price at which he proposes to sell to the other stockholders, who shall have 30 days thereafter to elect to purchase at such price, a prorata number of shares thereof based on their ownership of common stock. Shares not elected to be purchased by any stockholder may be purchased by the other stockholders based on their prorata ownership of common stock.

In no event shall a stockholder sell his stock without giving first refusal, shall not hereafter sell said stock at a lower price than offered to the other stockholders without first offering said stock to the other stockholders at said lower price. All shares of capital stock shall be plainly stamped "Transfer restricted as per Article XIII of Charter."

We, the undersigned, being the original subscriber t the capital stock hereinbefore named for the purpose of forming a corporation in pursuance of Chapter 607, Florida Statutes, do make and file this certificate, hereby declaring and certifying that the facts herein stated are true, and we agree to take the number of shares of stock subscribed by us as hereinbefore set forth and accordingly have hereunto set our hand and seal this 20th day of may, 1996.

Signed, sealed and delivered in our presence.

Lorrien R. Dames 3425 NW 204th Terrace

Miami, Fl 33056

Nancy Ragin

2110 NW 81st Street

Miami, Fl 33147

Lorrien R. Dames 3425 NW 204th Terrace

Miami, Fl 33056

Nancy Ragin

2110 NW 81st Street

Miami, Fl 33147

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Be it remembered that on this 20th day of May, 1996 personally appeared before me the undersigned Notary Public, in the State if Florida, Mattie Berrian and Lila Gaston, the subscriber(s) to the foregoing Certificate of Incorporation known to me personally and did not take an oath acknowledged that he signed, sealed and delivered the same as their voluntary act and deed and that the facts therein expressed are truly set forth.

Given under my hand and seal of office on the date aforesaid.

(Notary Spakkamanamanamanaman NORRIS L. SMITH Notary Public, State of Florida Commission No. CC 288569 My Commission Expires 5/31/97 

State of Florida at Large

My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First-- That An Elegant Occasion, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida, has named Mattie Berrian, located at 2245 NW 110th Street, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

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# ACKNOWLEDGMENT; (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept services of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

y // jacke