

P96000053667

96 JUN 24 1996
GIVEN

AMERILAWYER[®]
(Requestor's Name)
343 ALMERIA AVENUE
(Address)
CORAL GABLES, FL 33134 - (305) 445-2700
(City, State, Zip) (Phone #)

OFFICE USE ONLY

600001873526
-08/24/96--01050--003
****420.00 *****70.00

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

1. MISS RUSSIA-U.S.A., INC. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☐ 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 |

96 JUN 24 PM 2:41
FILED
OFFICE OF SECRETARY OF STATE
CORPORATION DIVISION

6-24-96
Examiner's Initials *[Signature]*

ARTICLES OF INCORPORATION

OF

MISS RUSSIA-U.S.A., INC.

55 JUN 25 PM 2 42

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 **MISS RUSSIA-U.S.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 730 West Hallandale Beach Boulevard Unit-S, Hallandale, Florida 33009 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: | Boris Poliak |
| Vice-President: | Jolanta Szyfter |
| Secretary: | Dorota Szczepanski |
| Treasurer: | Dorota Szczepanski |

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:

Boris Pollak
Jolanta Szyftor
Dorota Szczepanski

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 - 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 9 - 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 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - 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 thereto, 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 12 - 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 13 - 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 14 - EFFECTIVE DATE

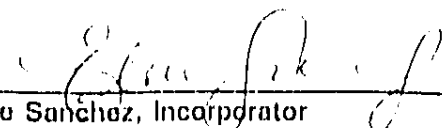
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - 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 21 1996.

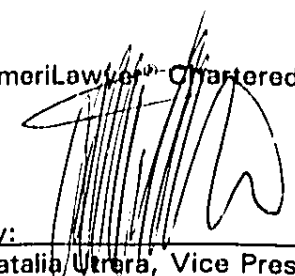

Elsie Sanchez, Incorporator

FILED
JUN 21 1996
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA

**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: _____
Natalia Utrera, Vice President



AMERILAWYER®

P96000053667

MICHAEL LUKASIEVICH, P.A.

ATTORNEY AT LAW
2400 EAST COMMERCIAL BOULEVARD
SUITE 720
FORT LAUDERDALE, FL 33300

Board Certified Real Estate Specialist

(305) 771-7110
FAX (305) 771-7140

RECEIVED
SEP 11 9-15 96
FBI

September 6, 1996

Florida Dept of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Amendment to articles of Miss Russia - U.S.A., Inc., article # P96000053667.

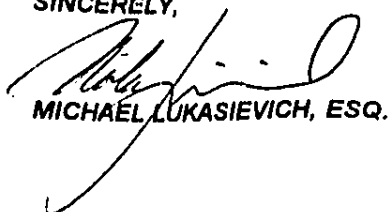
Dear Sirs:

Enclosed is the original, executed Amendment to the articles of the above referenced corporation changing the name to Miss Russia - America, Inc., along with my check for \$35.00 for the filing fee for same.

Please see to it that this amendment is filed and that afterward it is returned to my office.

Thank you for your attention to this matter and if you require anything further do not hesitate to call upon me.

SINCERELY,


MICHAEL LUKASIEVICH, ESQ.

100001942571
-09/10/96--01003--001
*****35.00 *****35.00

Amend.

N. HENDRICKS SEP 13 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MISS RUSSIA - U.S.A., INC.

96 SEP -9 PM 1:37
ST. GEORGE
CALLAHAN

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

FIRST: Amendment adopted: Article 1 - Name, The name of this corporation is hereby amended so that hereafter it is known as:

MISS RUSSIA - AMERICA, INC.

SECOND: This amendment requires no exchange, reclassification or cancellation of issued shares, and the amendment is implemented by and through Article 15 of the Articles of Incorporation as filed with the Florida Department of State on June 24, 1996, and assigned document number P96000053667.

THIRD: The date of the amendment's adoption is as of September 6, 1996.

FOURTH: This amendment was approved by the Director and Shareholders. The number of votes cast for the amendment was sufficient for approval.

SIGNED THIS 6 DAY OF 9, 1996.

SIGNATURE Boris Poliak
By: President, Boris Poliak.

STATE OF FLORIDA :
COUNTY OF BROWARD:

Before Me the undersigned authority on the 6 day of Sept, 1996 personally appeared Boris Poliak, who presented a drivers license as identification and executed the instant document for its intended purpose.

Mike Lukasievich
Notary Public My Comm. # & Exp.:



MIKE LUKASIEVICH
COMMISSION # CC 508896
EXPIRES DEC 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.