

P96000055656

POPHAM HARRIS  
HONNORRICH & KAUFMAN, LTD.

DENVER, COLORADO  
TEL 303-893-1800

MINNEAPOLIS, MINNESOTA  
TEL 612-333-4800

NATIONSBANK TOWER AT  
INTERNATIONAL PLACE, SUITE 4000  
100 S.E. SECOND STREET  
MIAMI, FLORIDA 33131-9101  
TEL 305-530-0080 • FAX 305-530-0085

WASHINGTON, D.C.  
TEL 202-624-8000

INTERNATIONAL AFFILIATION:  
BEIJING, CHINA  
TEL 01081-512221

June 27, 1996

Via Federal Express  
Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

800001679858  
-07/01/96--0001--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00  
FILED  
JUL 23 11:11:03  
U.S. DEPT. OF STATE  
TALLAHASSEE, FLORIDA

RE: MAN MADE ORIGINALS, INC.  
(the "Corporation")

Dear Sir or Madam:

Enclosed for filing for the above referenced Corporation are the Articles of Incorporation along with a check in the amount of \$70.00 to cover the necessary costs.

I have also enclosed two self-addressed stamped envelopes for your convenience. One is for the return of the additional copy of the Articles of Incorporation to be date and time stamped and returned to me as evidence of filing and the second envelope is for the return of the Original filed Articles of Incorporation.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to contact me at (305) 539-7206.

Very truly yours,

*Randy Sue Valove*  
Randy Sue Valove,  
Paralegal

Enclosures

Al JUL - 1 1996

ARTICLES OF INCORPORATION  
OF

MAN MADE ORIGINALS, INC.

FILED  
96 JUN 28 11:08  
STATE OF FLORIDA  
DALE COUNTY CLERK

The undersigned Incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is MAN MADE ORIGINALS, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The period of duration of this corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation.

ARTICLE III

NATURE OF BUSINESS

The Corporation shall have the power to engage in any and all lawful business, trades, occupations and professions.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One Thousand (1000) shares of common stock, each share having the par value of One Cent (\$.01).

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

## ARTICLE V

### PREEMPTIVE RIGHTS

Shareholders of the Corporation shall not have preemptive rights.

## ARTICLE VI

### ADDRESS

The initial address of the principal office of this corporation is to be 145 Madeira Avenue, Suite 203, Coral Gables, FL 33134. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial Board of Directors is One (1), whose name and address is: Alejandro Garcia, 145 Madeira Avenue, Suite 203, Coral Gables, FL 33134.

## ARTICLE VIII

### INITIAL OFFICER

The name and address of the corporation's initial officer is : Alejandro Garcia, who is the President and whose address is 145 Madeira Avenue, Suite 203, Coral Gables, FL 33134.

## ARTICLE IX

### INITIAL REGISTERED AGENT AND OFFICE

The address of this Corporation's initial registered office is 100 S.E. Second Street, Suite 4000, Miami, FL 33131 and the name of this Corporation's initial registered agent is:

Andrew J. Markus, Esq.  
100 S.E. Second Street  
Suite 4000  
Miami, Florida 33131

## **ARTICLE X**

### **INCORPORATOR**

The name and address of the incorporator is:

Randy Sue Valove  
100 S.E. Second Street  
Suite 4000  
Miami, Florida 33131

## **ARTICLE XI**

### **BY-LAWS**

The power to adopt, alter, appeal, and repeal By-Laws of this Corporation shall be vested in the Board of Directors and the Shareholders.

## **ARTICLE XII**

### **INDEMNIFICATION**

This Corporation shall indemnify to the full extent permitted by law any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the Corporation. Said indemnification shall include, but not be limited to, the expenses, including the costs of any judgments, fines, settlements, and attorney's fees actually and necessarily paid or incurred in connection with any action, suit or proceedings, and any appeals therefrom to which any such person or his representative may be made a party, or may be threatened to be made a party, by reason of being or having been an officer, director, employee, or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any rights to which any directors, officers, employees or agents may be entitled as a matter of law or which they may be lawfully granted.

## **ARTICLE XIII**

### **AMENDMENT**

This Corporation reserves the right to amend or appeal provisions contained in these Articles of Incorporation or any amendment thereto.

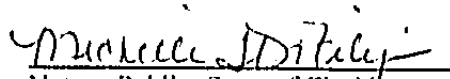
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27<sup>th</sup> day of June, 1996.

  
Incorporator

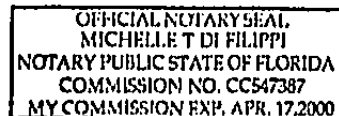
STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF DADE       )

BEFORE ME, the undersigned authority, personally appeared RANDY SUE VALOVE who is to me well known to be the person described in and who subscribed the above Articles of Incorporation and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 27<sup>th</sup> day of June 1996.

  
Notary Public, State of Florida  
Print Name: MICHELLE T. DIFILIPPI

My Commission Expires:



**CERTIFICATE OF REGISTERED AGENT**

Pursuant to Chapter 607.325 of the Florida Statutes, the following is submitted, in compliance with said Act:

That MAN MADE ORIGINALS, INC. desiring to incorporate under the laws of the State of Florida, has named ANDREW J. MARKUS, ESQ. with an address of 100 S.E. Second Street, Suite 4000, Miami, Florida 33131, as its agent to accept service of process within the State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office.

Dated this 27<sup>th</sup> day of June, 1996.

  
\_\_\_\_\_  
Registered Agent

1116071

FILED  
96 JUN 28 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

POPHAM HAIR

SCHNOORICH & KAUFMAN, LTD.

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DENVER, COLORADO  
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WASHINGTON, D.C.  
TEL 202-824-8000

INTERNATIONAL AFFILIATION:  
BEIJING, CHINA  
TEL 011861-8139861

July 12, 1996

400001894504  
-07/16/96--01086--018  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: MAN MADE ORIGINALS, INC.  
(the "Corporation")

Dear Sir or Madam:

Enclosed for filing for the above referenced Corporation are the Amendment to the Articles of Incorporation along with a check in the amount of \$35.00 to cover the necessary costs.

I have also enclosed two self-addressed stamped envelopes for your convenience. One is for the return of the additional copy of the Amendment to the Articles of Incorporation to be date and time stamped and returned to me as evidence of filing and the second envelope is for the return of the Original filed Amendment.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to contact me at (305) 539-7206.

Very truly yours,

Randy Sue Valove,  
Paralegal

Enclosures

592/1112747 7/12/96

P96000055656

SECRET  
NO FORN DISSEM  
TALLAHASSEE, FLORIDA  
96 SEP -6 PM 6:53

APPROVED  
AND  
FILED



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 25, 1996

POPHAM HAIK  
% RANDY SUE VALOVE  
100 S.E. SECOND ST., SUITE 4000  
MIAMI, FL 33131-9101

SUBJECT: MAN MADE ORIGINALS, INC.  
Ref. Number: P96000055656

We have received your document for MAN MADE ORIGINALS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 596A00035819



ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
MAN MADE ORIGINALS, INC.

The Articles of Incorporation of the Corporation filed with the Secretary of State of Florida on June 28, 1996 are hereby amended by deleting Articles VI, VII and VIII of said Articles of Incorporation and replacing Articles VI, VII and VIII with the following:

"ARTICLE VI

ADDRESS

The address of this corporation is 11930 N Bayshore Drive, Suite 502, North Miami, Florida 33181. The Board of Directors may, from time to time, designate such other address and place for the principal office of this Corporation as it may see fit."

"Article VII

INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial Board of Directors is One(1) whose name and address is Alejandro Garcia, 11930 N Bayshore Drive, Suite 502, North Miami, Florida 33181."

"Article VIII

INITIAL OFFICER

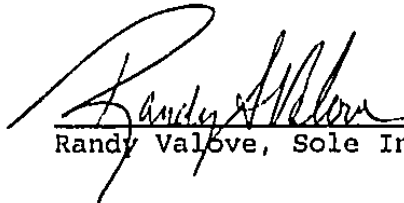
The name and address of the Corporation's initial officer is: Alejandro Garcia, who is the President and whose address is 11930 N Bayshore Drive, Suite 502, North Miami, Florida 33181."

APPROVED  
AND  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
JUL 1 1996  
5:53

These Articles of Amendment were duly approved and adopted by the sole incorporator of the Corporation on July 12, 1996.

These Articles of Amendment were adopted by the sole incorporator of the Corporation without shareholder action because, pursuant to Florida Statute Section 607.1005, shareholder action is not required because the Corporation has not yet issued shares.

IN WITNESS WHEREOF, the undersigned sole incorporator of this Corporation has executed these Articles of Amendment to the Articles of Incorporation as of this 12th day of July, 1996.

  
\_\_\_\_\_  
Randy Valove, Sole Incorporator