

8/01/96 FLORIDA DIVISION OF CORPORATIONS 1149 AM
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TO: DIVISION OF CORPORATIONS FROM: LILY'S SHOP, INC.
DEPARTMENT OF STATE 405 NW 33RD ST
STATE OF FLORIDA MIAMI FL 33166-
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NAME: LILY'S SHOP, INC.

FAX AUDIT NUMBER: H96000010650

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((H96000010650))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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96 AUG - 1 AM 10:59

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**ARTICLES OF INCORPORATION
OF**

The undersigned, for the purpose of forming a corporation under Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation is: **LILY'S SHOP, INC.**

The principal place of business shall be: **4782 S.W. 154 Avenue
Miami, Fl. 33185**

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the Articles by the Secretary of State.

ARTICLE THREE

The purpose for which the corporation is organized is to engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 1,000,000 shares of capital stock with a par value of \$0.01 per share.

ONE MILLION (1,000,000) shares of the capital stock of the corporation shall be issued for cash at a par value of \$0.01 per share. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are to be divided into classes.

Prepared by: **Lily Rebellon
4782 S.W. 154th Ave.
Miami, Fl 33185
(305) 870-9870**

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TALLAHASSEE, FLORIDA

ARTICLE FIVE

DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE SIX

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata shares (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SEVEN

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

Jaime Garcia
4782 S.W. 154 Avenue
Miami, Florida 33185

ARTICLE EIGHT

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws. The name and address of the initial director of this is:

Lily Rebellon
4782 S. W. 154 Avenue
Miami, Fl. 33185

ARTICLE NINE

INCORPORATORS

The name and address of the person signing these Articles is:

Lily Rebellon
4782 S.W. 154 Avenue
Miami, Fl. 33185

ARTICLE TEN

ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE TWELVE

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE THIRTEEN

AMENDMENT

The corporation reserves this right to amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

STATE OF FLORIDA

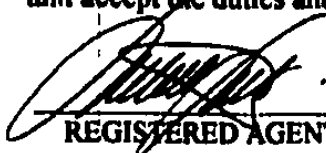
SS:

COUNTY OF DADE

Before me, the undersigned authority, personally appeared, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS by hand and seal this 31 day July 1996.

Signed and dated this 31 day of July 1996. I hereby am familiar with and accept the duties and responsibilities as registered agent for


REGISTERED AGENT


Lily Rebellon

BEFORE ME, this day personally appeared
being duly sworn, deposes and says that the statements contained in the
foregoing statement are true and correct.

SWORN TO AND SUBSCRIBED before me this 31 day of July
1996.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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