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September 3, 1996

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-09/13/96--01006--008  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Corporate Records Bureau  
PO Box 6327  
Tallahassee, Florida 32314

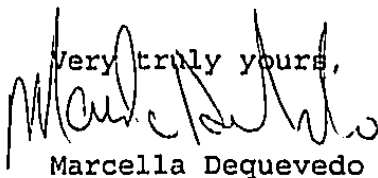
RE: Certified Copy of Articles of Incorporation  
A SHEAR HAPPENING BY MARCY & CO., INC.

Gentlemen:

Enclosed herewith is a check in the amount of \$122.50.  
Please send me a certified copy of the Articles of  
Incorporation for A SHEAR HAPPENING BY MARCY & CO, INC. to  
the following address:

A SHEAR HAPPENING BY MARCY & CO, INC.  
c/o Marcella Dequevedo  
8815B SW 21st Street  
Boca Raton, FL 33433

Very truly yours,

  
Marcella Dequevedo

MD;mkv

Enclosure

FILED  
55 SEP 12 AM 10 59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nc SEP. 13 1996

FILED

56 SEP 12 5 11:00

CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
A SHEAR HAPPENING BY MARCY & CO., INC.

ARTICLE I

The name of this corporation is A SHEAR HAPPENING BY MARCY & CO., INC. with its principle and mailing address being: 9570 GRIFFIN ROAD, COOPER CITY, FL 33328.

ARTICLE II

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE III

The general nature of the business is to be transacted as follows:

SECTION 1: To buy, sell, mortgage, lease, encumber, alienate, or otherwise deal in real property and to construct thereon, cause to be constructed thereon, or otherwise improve real property or personal property, including the doing of any and all business and contracting incidental thereto or connected therewith and the doing and performing any and all acts or things necessary, proper or convenient for or incidental to furtherance or the carrying out of the powers purposes herein mentioned.

SECTION 2: To engage in any commercial or industrial enterprise calculated or designed to be profitable to this corporation and in conformity with the Laws of the State of Florida.

SECTION 3: To generally engage in, do and perform any enterprise, act or vocation that a natural

person might do or perform.

**SECTION 4:** To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State of Florida, or in any other state in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein specified or not, either alone or in connection with other firms, individuals or corporations, either in this state or throughout the United States, and elsewhere.

#### **ARTICLE IV**

The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

#### **ARTICLE V**

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such other persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

#### **ARTICLE VI**

The maximum number of shares of stock this

Corporation is authorized to have outstanding at any time shall be 500 shares of One dollar (\$1.00) par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this Corporation that the stock issued shall qualify as "Section 1244 stock", as such term is defined in the Internal Revenue Code and the Regulations issued thereunder.

#### **ARTICLE VII**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VIII**

The street address of the initial registered office of this corporation in the State of Florida shall be at 8815B SW 21ST STREET, BOCA RATON, FL 33433, and the name of the initial registered agent of this corporation at that address is Marcella Dequevedo and may have such other places of business both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

#### **ARTICLE IX**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws adopted by the stockholders, but shall never be less than

one.

#### ARTICLE X

The name and street address of the first Board of Directors of this Corporation, who shall hold office until the organization meeting of this Corporation, and until his successors are elected and have qualified, are:

Marcella Dequevedo  
8815B SW 21st Street  
Boca Raton, FL 33433

Alicia B. Vaitiekunas  
8815B SW 21st Street  
Boca Raton, FL 33433

#### ARTICLE XI

The name and street address of the subscriber to the Articles of Incorporation is as follows:

Marcella Dequevedo  
8815B SW 21st Street  
Boca Raton, FL 33433

#### ARTICLE XII

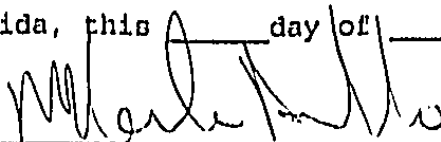
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

#### ARTICLE XIII

In accordance with F.S. 607.167, the date of corporate existence of this Corporation shall be the date of subscription and acknowledgment of these Articles of

Incorporation provided these Articles of Incorporation are filed by the Department of State within five (5) days, exclusive of legal holidays, after such date. Otherwise, the date of corporate existence shall be upon the filing of these Articles of Incorporation by the Department of State.

IN WITNESS WHEREOF, I the undersigned, being the subscribing incorporator have hereunto set my hand and seal for the purpose of forming this Corporation under the Laws of the State of Florida, this \_\_\_\_\_ day of \_\_\_\_\_, 1996.

  
\_\_\_\_\_  
Marcella Dequevedo

BEFORE ME, the undersigned authority, this day personally appeared Marcella Dequevedo known to me to be the person described as subscriber and acknowledge before me that she executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 5th day of Sept., 1996.

  
\_\_\_\_\_



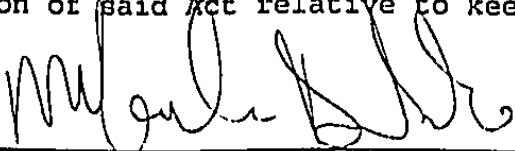
MARY K. VANHEMEL  
My Comm Exp. 8/14/99  
Bonded By Service Ins  
No. CC488249  
☒ Personally Known ☐ Other L.B.

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

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

First - That A SHEAR HAPPENING BY MARCY & CO., INC. desiring to organize under the laws of the State of Florida, with its' principle office, as indicated in the articles of incorporation at the City of Cooper City, in the County of Broward, State of Florida, has named Marcella Dequevedo located at: 8815B SW 21st Street, Boca Ra'on, State of Florida as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated 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.

  
Resident Agent, Marcella Dequevedo

FILED  
96 SEP 12 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA