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AME: CANDLES OF SAINT CLARA, INC.

AUDIT NUMBER.....H96000013644

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 30, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: CANDLES OF SAINT CLARA, INC.
REF: W96000020601

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

THE PREPARER'S STATEMENT IS ILLEGIBLE. PLEASE RESEND.

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) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: W96000013644
Letter Number: 396A00044717

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ARTICLES OF INCORPORATION
OF
CANDLES OF SAINT CLARA, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

CANDLES OF SAINT CLARA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSES

This corporation is organized for the following purposes:

- a) Sales and purchases of candles, souvenirs, botanic items, etc.
- b) To purchase, sell all of those items relative to the retail of incense, medicinal plants, personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choses in action, either as owner, broker, agent or factor.
- c) In the purchase, sell at retail or wholesale or acquisition of general merchandise, business rights or franchise, or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by merchandise, mortgage, pledge or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.
- d) To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purposes of transacting any or all lawful business.

Prepared by: Jesus Valdez
Accountant
4344 SW 7th St.
Miami, FL 33134
(305) 446-0106

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ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE DOLLAR (\$1.00) par value each common stock, which shall be designated "Common Shares".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 VII - INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office and at same time the mailing address of this corporation is 18067 South Dixie Hwy. Miami, Florida 33167, and the name of the initial registered agent is XIOMARA PASPALLIS.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time by the BY-LAWS. The name and address of the initial director of this corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
XIOMARA PASPALLIS Pres.-Secr.-Treas.	18067 South Dixie Hwy Miami, Florida 33167

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ARTICLE IX - AMENDMENT

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

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of this corporation.

No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in this corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of September, 1996.


Xiomara PASFALLIS
Pres.-Sec.-Treas.

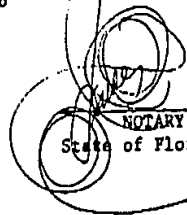
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STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared XIOMARA PASPALLIS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20th day of the month of September, 1996

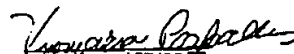

NOTARY PUBLIC
State of Florida at Large

MY COMMISSION EXPIRES:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR CANDLES OF SAINT CLARA, INC., AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNED THIS 20TH DAY OF SEPTEMBER, 1996.


XIOMARA PASPALLIS
RESIDENT - AGENT

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