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10/20/96

EMPIRE CORPORATE KIT
FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: SAMANTHA'S SWIMWEAR, INC.

AUDIT NUMBER.....H96000015177

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

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ARTICLES OF INCORPORATION
OF
SAMANTHA'S SWIMWEAR, INC.

H96000015177

The undersigned acknowledges and files in the Office of the Secretary of State of the State of Florida for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I.**NAME**

The name of this corporation shall be: **SAMANTHA'S SWIMWEAR, INC.**

ARTICLE II.**BUSINESS**

The general nature of the business and businesses to be transacted are as follows:

Domestic and international commerce and any and all lawful business which corporation may be engaged in under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the corporation, it is expressly declared and provided that the corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

Robert C. Maland, Esq.
9130 S. Dadeland Blvd., Ste. 1705
Miami, FL 33156
(305) 670-4900
Fla. Bar No. 208051

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H96000015177**ARTICLE III.****SHARES**

The authorized capital stock of this corporation shall consist of 1000 shares of common stock, \$1.00 par value. There shall be no preemptive rights granted to stockholders.

ARTICLE IV.**EXISTENCE**

The corporation is to have perpetual existence unless dissolved according to law.

ARTICLE V.**ADDRESS**

The address, including the initial street address, of the principal office of the corporation is: 260 W. 21 Street, Hialeah, FL

ARTICLE VI.**DIRECTORS**

The corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

ARTICLE VII.**FIRST BOARD**

The following shall constitute the first Board of Directors of the corporation:

NAME:

(1) Michael Blumenfeld

ADDRESS:

9740 S.W. 148th Street
Miami, FL 33176

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(2) Jan Blumenfeld

9740 S.W. 148th Street
Miami, FL 33176

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ARTICLE VIII

INCORPORATOR

The name and address of the initial incorporator of the corporation is:

Michael Blumenfeld

9740 S.W. 148 Street
Miami, FL 33176

ARTICLE IX

GENERAL PROVISIONS

A. The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

B. Subject to the provisions and conditions of this Article, the corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

C. The corporation shall indemnify each director and officer of the corporation against all or any portion of any expenses reasonably incurred by him or her in connection with or arising out of any action, suit or proceedings in which he or she may be involved, by reason of their being or having been an officer or director of the corporation (whether or not he or she continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

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DESIGNATION OF REGISTERED OFFICE AND
AGENT AND ACCEPTANCE OF APPOINTMENT

The proposed corporation hereby designates the following address within the State of Florida as the address of its registered office at which service of process upon it within the State of Florida may be made, and that which its Registered Agent of such services shall be kept:

Jack Blumenfeld, Esquire
2600 Douglas Road
Ste. 911
Coral Gables, FL 33134

and the proposed corporation hereby designates the following person as its Registered Agent for service of process at the address aforesaid.

I hereby accept this appointment of, and designation as, Registered Agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that I may be found as Registered Agent for service of process upon said proposed corporation at the address aforesaid.

IN WITNESS WHEREOF, as said Registered Agent, I have caused this statement to be signed on this 25 day of October, 1996.

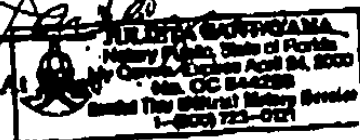

JACK BLUMENFELD, ESQ.
REGISTERED AGENT

SWORN TO and SUBSCRIBED before me this 25th day of October, 1996


Notary Public
State of Florida At

My Commission Expires: 4-24-2000

Robert C. Maland, Esq.
9130 S. Dadeland Blvd., Ste. 1705
Miami, FL 33156
(305) 670-4900
Fla. Bar No. 208051



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EMPIRE CORPORATE KIT

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My Commission Expires:

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IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation
this 25th day of October, 1996.

Michael Blumenfeld
MICHAEL BLUMENFELD
INCORPORATOR

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared MICHAEL BLUMENFELD known to me to be the person who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid, this 25th day of October, 1996.



My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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