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TRANSMITTAL LETTER

90 DEC 20 AM 11:45

TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

000012034700--5  
-12/20/96--01032--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** UNCLE VINCE INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** JEAN VINCENT NAURAS  
Name (Printed or typed)

9273 COLLINS AV SUITE 811  
Address

SURFSIDE, FL 33154  
City, State & Zip

(305) 866 8354  
Daytime Telephone number

*JH*  
*12/27/96*

**NOTE: Please provide the original and one copy of the articles.**

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98 DEC 20 AM 11:45

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

UNCLE VINCE, INC.

The undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the General Corporation Act of the State of Florida, do hereby certify as follows.

Article 1

Name

The name of this corporation is : UNCLE VINCE, INC.

ARTICLE II

PURPOSE

The general nature of the business to be transacted by this corporation shall be:

A) Retail, Wholesale

B) To purchase, exchange, hire, or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may lawfully be purchased, exchanged, hired, or acquired.

C) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, hotels, bungalows, stores, offices, warehouses, mill, shops, factories, machinery and plants, and any and all structures and erections which may at any time necessary, useful, or advantageous in the judgment of the Board of Directors, for the purpose of the Corporation, and which can lawfully be done.

D) To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge or otherwise encumber the lands.

E) To borrow money with or without pledge of or mortgage on all or any of its property, real or personal, as security and to loan and advance money upon mortgages on personal or real property or on either of them.

F) To buy, sell, and deal in, with or without guarantee of payment thereof, bonds and mortgages and other like securities and other kinds of property, wheter real or personal, not prohibited or specifically excepted by law, and to do and prosecute any facts or things incidents to or proper in connection with the carrying on of the business of the corporation.

G) To purchase, acquire, hold, sell, assigh, transfer, mortgage, pledge, and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefore its own stock, bonds, and other obligations.

H) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets or liabilities of any person, firm, association of corporation carrying on any kind of business the same as or of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of these Articles of Incorporation.

I) To all such acts and things as are incident or conducive to the premises.

J) This Corporation shall have the power conduct its business in all its branches in the State of Florida, or in any other State or States or territories of the United States, or in the District of Columbia, and the dependencies of the United States of in foreign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law necessary to carry on the business of said corporation, or to promote any of the subjects or objects for which the corporation if formed.

K) The foregoing enumeration of any or all or a combination of either of the specific powers lettered a) through j) both inclusive, shall not be held to limit or restrict in any manner the general powers of the corporation and therefore, the corporation may engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of the State of Florida.

### ARTICLE III

#### DURATION

This Corporation shall have perpetual existence.

### ARTICLE IV

#### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue at any time is 100 shares, \$1.00 par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services actually performed for the corporation, at just valuation to be fixed by the stockholders or by the Directors at a meeting called for such purposes.

### ARTICLE V

#### REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9273 Collins Avenue, Suite 811, Surfside, Florida 33154 and the name of the initial registered agent of this corporation at that address is Jean Vincent Naurais.

ARTICLE VI

BOARD OF DIRECTORS

This corporation shall have One Director initially. The number of directors may either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial director is :

Jean Vincent Naurais  
9273 Collins Avenue, Suite 811  
Surfside, FL 33154

ARTICLE VII

OFFICERS

The Corporation shall have a President, and may also have one or more additional Vice-Presidents, Assistant Secretaries, and Assistant Treasures, and such other officers and agents as may deemed necessary.

All other officers and agents shall be chosen in such a manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws. The same person may hold two or more offices.

ARTICLE VIII

INCORPORATOR

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

Jean Vincent Naurais  
9273 Collins Avenue, Suite 811  
Surfside, FL 33154

ARTICLE IX

AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

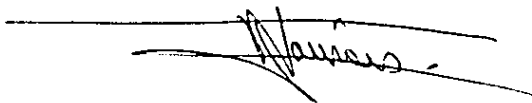
ARTICLE X

PRINCIPAL OFFICE

At the present, the principal office of the corporation is :  
9273 Collins Avenue, Suite 811 - Surfside, FL 33154

IN WITNESS WHEREOF, the undersigned, incorporator,  
has executed these Articles of Incorporation this 16 day of  
December 1996.

JEAN VINCENT NAURAS

A handwritten signature in black ink, appearing to read "Nauras", is written over a horizontal line. The signature is stylized and somewhat cursive.

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

FILED

55 DEC 20 11 11:45

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

TALLAHASSEE, FLORIDA

First that : Uncle Vince, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the county of Dade, State of Florida, has named Jean Vincent Naurais, located at 9273 Collins avenue, Suite 811 Surfside, FL 33154 as its Registered Agent to accept service or process within this State.

**ACKNOWLEDGEMENT :**

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



**Jean Vincent Naurais**  
Registered Agent