

P96000104341

December 4, 1996

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

700002030827--5  
-12/20/96--01030--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

Enclosed please find check no. 1123 in the amount of \$70 to process the enclosed Articles of Incorporation. Please date stamp and return the enclosed copy along with confirmation of incorporation in the self-addressed stamped enveloped provided.

Should you have any questions, please do not hesitate to contact me at (305) 444-8800.

Sincerely,

*Carlos M. Pazos*

Carlos M. Pazos

TRANSLATION :  
STYLE AND LIFE CORP.

W96-27099  
57  
12/31

**ARTICLES OF INCORPORATION  
OF  
ESTILO Y VIDA CORP.**

RECORDED  
INDEXED  
96 FEB 20 11 52 AM

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be: **ESTILO Y VIDA CORP.** The principal place of business of this corporation shall be c/o Carlos M. Pazos, 520 Biltmore Way, Coral Gables, Florida 33134.

**ARTICLE II.**

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE III. NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV. CAPITAL STOCK**

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

Prepared by:  
Carlos M. Pazos  
520 Biltmore Way  
Coral Gables FL 33134

Number of Shares

Par Value

Class of Stock

500

\$1.00

Common

All of said stock shall be payable in cash, real or personal property, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

**ARTICLE V. ADDRESS**

The street address of the initial registered office of the corporation shall be 520 Biltmore Way, Coral Gables, Florida 33134, and the name of the initial registered agent of the corporation at that address is Carlos M. Pazos.

**ARTICLE VI. DIRECTORS**

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The names and addresses of the directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

Yamil Dib Bufarah: 1500 Bay Road #1526. Miami, FI 33139

Jose Simon Jacobo Rassi: 1500 Bay Road #1526. Miami, FI 33139

#### **ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Carlos M. Pazos  
520 Biltmore Way  
Coral Gables FL 33134

#### **ARTICLE VIII.**

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

#### **ARTICLE IX. INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law for such acts of the officer or director or former officer or director while acting in a corporate capacity.

#### **ARTICLE X. PREEMPTIVE RIGHTS**

Each Shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in the corporation that may from time to time be issued (whether or not presently authorized) in the ratio that the number of shares it holds at time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares or other securities preempted within thirty

(30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of the shares and inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the corporation within thirty (30) days of receipt of the notice from the corporation.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 8th day of December, 1996.

By: Carlos M. Pazos  
Carlos M. Pazos, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been appointed the registered agent of **ESTILO Y VIDA CORP.**, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Sections 607.0501 and 607.0502 on the undersigned as registered agent.

Executed this 8th day of December, 1996.

By:   
\_\_\_\_\_  
Carlos M. Pazos, Registered Agent

96 DEC 20 AM 9:28  
SECRET  
DIVISION OF STATE  
REGISTRATION

P96000104341

3/4/97.

To: Mrs. Sharon Tala  
From: Mr. Yamil Dib / NormLife Caffe.  
Date: 3/4/97  
RE: Estilo y Vida Corp Amendment.

Pl# 305 604-9060  
Fax# 305 604-9059.

900002106649--4  
-03/06/97--01115--006  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

Enclosed in my Amendment with check money order  
for 35.00 + 8.75 for Certificate of Status.

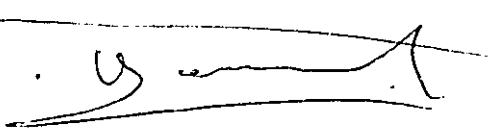
Name Change is to be from: Estilo y Vida Corp  
TO: Vida y Estilo Corp.

The English translation is: Life and Style Corp.

Also, Please Forward my Fictitious Name Registration  
form to the correct Department.

900002106649--4  
-03/06/97--01115--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Thank You

Yamil Dib. 

CF \$ 35.00  
cus 8.75  
\$ 38.75

MAIL TO: Sharon Tala  
Division of Corporation  
409 E Gaines St  
Tallahassee FL 32399.

in/c amendment  
by 3/5

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
97 MAR -5 PH 1:01

Estilo Y Vida Corp.  
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Amending Article I to Change name of Corporation  
to VIDA Y ESTILO CORP. Said Corporation place of  
Business is 410 Espanola Way Miami Beach FL 33135.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:



THIRD: The date of each amendment's adoption: 3-4-97

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

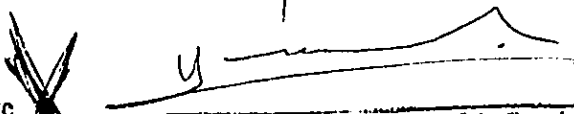
"The number of votes cast for the amendment(s) was/were sufficient  
for approval by \_\_\_\_\_  
voting group"

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day Tuesday of March 4, 19 97

Signature

  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR -5 PM 1:01

Yamil Dib  
Typed or printed name

President  
Title

P96000104341

10:55 AM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000012663 5)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: VIDA Y ESTILO CORP.

AUDIT NUMBER.....H97000012663

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:14:24

FILED  
97 AUG -5 AM 11:36  
TALLAHASSEE, FLORIDA

Amendment  
8/5/97  
De

10:55 AM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000012663 5))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: VIDA Y ESTILO CORP.

AUDIT NUMBER.....H97000012663

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ENTER SELECTION AND <CR>:  
help F1 Option Menu F2

NUM

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97 AUG -4 AM 11:26  
1000000000



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 4, 1997

VIDA Y ESTILO CORP.  
410 ESPANIOLA WAY  
MIAMI BEACH, FL 33139US

SUBJECT: VIDA Y ESTILO CORP.  
REF: P96000104341

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please verify the name of the person listed in Articles II & V. Should the name be YAMIL or JAMIL? Please correct your document accordingly.

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 (850) 497-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H97000012663  
Letter Number: 097A00039515

RECEIVED  
97 AUG 5 AM 10:38  
CORPORATIONS DIVISION

⑦ H97000012663

97 AUG -5 PM 11:36  
FILED  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
VIDA Y ESTILO CORP.  
(present: name)

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment (s) adopted:

Article I: The principal place of business and the mailing address for the corporation is: 410 Espanola Way, Miami Beach, FL 33139

Article II: JAMIL D. BUFARAH, A/K/A JAMIL PERES DIB BUFARAH was elected President, Vice President and Director of the corporation, and his address is 1500 Bay Road, #1109, Miami FL 33139.

Article III: JOSE SIMON J., RASSI was elected Secretary and Director of the corporation and his address is: 1500 Bay Road, #1409, Miami FL 33139.

Article IV: JORGE E. ELIAS was elected Treasurer and Director and his address is: 2899 Collins Avenue, #1433, Miami Beach, FL 33139.

Article V: The current registered agent is JAMIL D. BUFARAH, A/K/A JAMIL PERES DIB BUFARAH, and his address is: 1500 Bay Road, #1109, Miami, FL 33139.

THIS INSTRUMENT PREPARED BY: LOUIS J. TERMINELLO, ESQ. (FBN: 872547)  
CHADROFF, TERMINELLO & TERMINELLO  
2700 S.W. 37<sup>TH</sup> Avenue  
Miami, FL 33133  
Tel: (305) 444-5002  
Fax: (305) 448-5566

H97000012663

497000012663

Acceptance of Registered Agent

Having been named as registered agent and to accept service of process for VIDA Y ESTILO CORP., the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By: \_\_\_\_\_

Date: 8/1/97

JAMIL D. BUFARAH, A/K/A JAMIL PERES  
DIB BUFARAH, Registered Agent

SECOND: The date of each amendment's adoption:  
August 1, 1997

THIRD: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

(The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).)

The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_

(voting group)

Signed this 1st day of August, 1997.

VIDA Y ESTILO CORP.  
Corporation Name

By: \_\_\_\_\_

JAMIL D. BUFARAH, A/K/A JAMIL PERES DIB BUFARAH,  
DIRECTOR

(Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the  
shareholders)

(A director or incorporator if adopted by the  
directors or incorporators)

data\CLAY HOTEL\ARTICLES OF AMENDMENT

497000012663