

1-7-97  
191000004112  
Charter Number Only

VALIDATION ONLY

Requestor's Name  
Routman & Mellinger  
Address  
100 NE 84 St. 2nd FL  
A-Miami FL 33138  
City State ZIP Phone

751-5800

8000012050308--4  
-01/09/97--01043--013  
\*\*\*122.50 \*\*\*122.50

CORPORATION(S) NAME

Cohiba Clothing Co.

FILED  
97 JAN 15 PM 12:04  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

- ☒ Profit  
☐ NonProfit  
☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☒ Certified Copy  
☐ Call When Ready  
☒ Walk In
- ☐ Amendment  
☐ Dissolution  
☐ Annual Report  
☐ Reservation  
☐ Photo Copies  
☐ Call If Problem  
☐ Will Wait
- ☐ Merger  
☐ Mark  
☐ Other  
☐ Change of Registered Agent  
☐ Certificate Under Seal  
☐ After 4:30  
☐ Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

EFFECTIVE DATE  
1-9-97

CERTIFIED COPY

RECEIVED  
97 JAN 8 AM 10:33  
DIVISION OF CORPORATION

Empire Toll Free: 1-800-432-3028



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

January 8, 1997

**EMPIRE**

**MIAMI, FL**

**SUBJECT: COHIBA CLOTHING CO.**  
**Ref. Number: W97000000472**

We have received your document for COHIBA CLOTHING CO. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6926.

**Teresa Brown**  
**Corporate Specialist**

**Letter Number: 497A00000944**



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 10, 1997

EMPIRE

MIAMI, FL

SUBJECT: COHIBA CLOTHING CO.  
Ref. Number: W97000000472

We have received your document for COHIBA CLOTHING CO. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

The notary date and date of execution is not the same.

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) 487-6926.

Teresa Brown  
Corporate Specialist

Letter Number: 797A00001449

RECEIVED  
97 JAN 15 AM 11:46  
DIVISION OF CORPORATION

EFFECTIVE DATE  
1-9-97

FILED  
97 JAN 15 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
COHIBA CLOTHING CO.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is COHIBA CLOTHING CO. and its business address is 11401 Pines Boulevard, #280, Pembroke Pines, Florida 33026.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is Nine Hundred (900), all of which shall be common shares with a par of One Dollar (\$1.00).

ARTICLE V - PRE-EMPTIVE RIGHTS

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

**ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE**

COHIBA CLOTHING CO. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 11401 Pines Boulevard, #280, Pembroke Pines, FL 33026, has named GIORGIO ESPINOSA, located at 11401 Pines Boulevard, #280, Pembroke Pines, Florida 33026, as its agent to accept service of process within this state.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors initially who shall serve until his or her successors, if any, are elected at the shareholders' annual meeting. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by-laws but shall never be less than one. The name and addresses of the initial directors of this corporation are as follows:

GIORGIO ESPINOSA	11401 Pines Boulevard Suite 280 Pembroke Pines, Florida 33026
JASON MANNELLINO	11401 Pines Boulevard Suite 280 Pembroke Pines, Florida 33026

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

GIORGIO ESPINOSA  
11401 Pines Boulevard  
Suite 280  
Pembroke Pines, Florida 33026

**ARTICLE IX - BY-LAWS**

The power to adopt, later, amend or repeal by-laws shall be vested in the shareholders of this corporation.

**ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

GIORGIO ESPINOSA	300
JASON MANNELLINO	300
JOSEPH CONTE	300

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

**ARTICLES XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporation powers shall be exercised by, or under the authority of, and the business affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

**ARTICLE XII - MEETING BY CONFERENCE TELEPHONE**

Shareholders, officers and directors of this corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

**ARTICLE XIII - INDEMNIFICATION**

The corporation shall indemnify an officer, or any former officer, to the fullest extent permitted by law.

**ARTICLE XIV - AMENDMENT**

Amendments to the Certificates of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9 day of JANUARY, 1997.

GIORGIO ESPINOSA, Incorporator

STATE OF FLORIDA    )  
                              ) SS:  
COUNTY OF DADE     )

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared GIORGIO ESPINOSA known to me to be the person or who produced \_\_\_\_\_ as identification, who, as Incorporator, executed the foregoing Articles of Incorporation of COHIBA CLOTHING CO. and he acknowledged that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this 9 day of JANUARY, 1997.

Marc S. Schiller  
NOTARY PUBLIC, State of Florida

Marc S. Schiller  
PRINTED NAME

My commission expires:



MARC S SCHILLER  
My Commission CC824388  
Expires Jan. 11, 2000

**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND

FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 9 DAY OF January, 1997.

GIORGIO ESPINOSA, Registered Agent

STATE OF FLORIDA    )  
                          ) SS:  
COUNTY OF DADE     )

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared GIORGIO ESPINOSA known to me or who produced \_\_\_\_\_ as identification and who executed the foregoing Acceptance of Registered Agent, and he acknowledged that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this 9 day of JANUARY, 1997.

Marc S. Schiller  
NOTARY PUBLIC, State of Florida

Marc S. Schiller  
PRINTED NAME

My commission expires:



MARC S SCHILLER  
My Commission CC824388  
Expires Jan. 11, 2000