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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: DEBBIE'S SHIRT COMPANY, . INC.

AUDIT NUMBER.....H97000002458

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

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**ARTICLES OF INCORPORATION  
OF  
DEBBIE'S SHIRT COMPANY, INC.**

I, the undersigned subscriber of these Articles of Incorporation, being natural competent to contract, hereby form a corporation, pursuant to Chapter 607, Florida Statute, as currently and as shall be in force and effect; and to the extent that the aforementioned provisions of Chapter 607, Florida Statute, are not in conflict therewith.

**ARTICLE I  
NAME**

THE name of the corporation is: **DEBBIE'S SHIRT COMPANY, INC.**

**ARTICLE II  
NATURE OF BUSINESS**

The corporation may engage in any activity of business permitted under the law of the United States and the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock the corporation is authorized to have issued and outstanding at any one time is One Thousand shares of non-assessable common stock having a nominal or par value of One Dollar and No/100 (\$1.00) per share.

**PETER P. PARISI, CPA, PA  
2832 N.E. 21ST. COURT  
FT. LAUDERDALE, FLORIDA 33305  
(954) 565-1188**

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#### **ARTICLE IV INITIAL CAPITAL**

The amount of capital with which the corporation shall commence business is not less than One Hundred Dollars and No/100 (\$100.00).

#### **ARTICLE V TERM OF EXISTENCE**

The corporation shall exist perpetually.

#### **ARTICLE VI ADDRESS**

The initial street address of the principle office of the corporation in the State of Florida is: **3221 N.W. 10 TERRACE STE 507, FORT LAUDERDALE, FLORIDA 33309.** The corporation, may move its principle office place within and without the State of Florida.

#### **ARTICLE VII MANAGEMENT**

The business of the corporation shall be managed by the stockholders of the corporation rather than by the Board of Directors. Whenever the context requires, the stockholders shall be deemed Directors of the corporation for the purposes of applying Chapter 607, Florida Statutes. Any action required or permitted by Chapter 607, Florida Statutes to be taken by the Directors or the stockholders shall be taken upon a vote of the majority of the issued and outstanding shares of which he, she or it's recorded owner.

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**ARTICLE VIII  
SUBSCRIBER**

The name, street address and number of shares subscribed for by the initial subscriber of these Articles of Incorporation is:

| NAME         | ADDRESS   | NO. OF SHARES |
|--------------|---|---------------|
| JACK PANIGEL | 2113 N.W. 108TH. AVENUE<br>CORAL SPRINGS, FLORIDA | 1,000         |

The initial subscriber certifies that the consideration for which he has subscribed is not less than the amount of capital with which the corporation will begin business as set forth in Article IV thereof.

**ARTICLE IX  
BOARD OF DIRECTORS**

The name and street address of each of the members of the Board of Directors is as follows:

| NAME         | ADDRESS                                     |
|--------------|---|
| JACK PANIGEL | 2113 N.W. 108TH. AVENUE, CORAL SPRINGS, FL. |

Unless otherwise provided by the Articles of Incorporation or by-law's each member of the initial Board of Directors shall hold office for the first year of existence of the corporation or until their successors are elected or appointed or have qualified.

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## **ARTICLE X EXISTENCE**

The corporation shall exist on the 11th day of FEBRUARY, 1997 which date being the day on which the subscribers to these Articles of Incorporation shall purchase and be issued the shares subscribed for.

## **ARTICLE XI INITIAL REGISTERED AGENT**

The initial registered agent shall be PETER P.PARISI, and his address is 2832 N.E. 21ST. COURT, FT. LAUDERDALE, FLORIDA 33305.

## **ARTICLE XII AMENDMENTS**

The corporation may amend or repeal any provision, part or parts of these Articles of Incorporation upon an affirmative vote of a majority of the issued and outstanding stock at duly constituted shareholders meeting.

## **ARTICLE XIII BY-LAWS AND STOCKHOLDERS AGREEMENTS**

The stockholders shall have the power to make, amend or repeal By-Law's or a stockholder's agreement in place of By-Law's concerning all matters and things so long as such By-Law's or stockholder's agreement are not in conflict with these Articles of Incorporation as they are now or hereafter in force and effect.

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IN WITNESS WHEREOF, I, the undersigned subscriber being the original subscriber to the capital stock herein above described for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles of DEBBIE'S SHIRT COMPANY, INC., hereby declaring and certifying that the fact herein contained are true, and do agree to take the number of shares herein above set forth and hereunto set my hand and seal this 11th. day of FEBRUARY 1997.



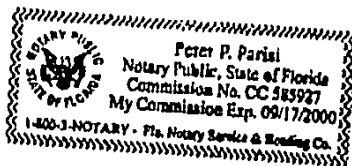
JACK PANIGEL, PRES/SEC

STATE OF FLORIDA )  
COUNTY OF BROWARD ) SS:

Before me, the undersigned authority personally appeared JACK PANIGEL to me well known and known to me to be the individual described in and who executed same for purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at FORT LAUDERDALE, BROWARD COUNTY, STATE OF FLORIDA on this the 11th day of FEBRUARY, 1997.

My Commission Expires:

  
PETER P. PARISI

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In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act.

FIRST-THAT DEBBIE'S SHIRT COMPANY, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPLE OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT THE CITY OF FT. LAUDERDALE, COUNTY OF BROWARD, STATE OF FLORIDA HAS NAMED PETER P. PARISI LOCATED AT 2832 N.E. 21ST. COURT CITY OF FT. LAUDERDALE, COUNTY OF BROWARD, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

**ACKNOWLEDGMENT:**

HAVING BEEN NAMED TO ACCEPT SERVICE 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 OF RELATIVE TO KEEPING OPEN SAID OFFICE.

BY: 

REGISTERED AGENT  
PETER P. PARISI

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TALLAHASSEE, FLORIDA