

P97000028883

TRANSMITTAL LETTER

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

Department of State  
Division of Corporations  
409. E. Gaines St.  
Tallahassee, FL 32399

ESTRELLA MORENA FLAMENCO CORP.

Subject: \_\_\_\_\_  
(proposed corporate name)

Enclosed please find an original and one copy of the articles  
of incorporation for the above corporation and check in the  
amount of \$ 78.75.

From:

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*Jose Escarpio*  
-----  
*275 Fontainebleau Blvd #171*  
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*Miami, FL 33172*  
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FILED  
MAR 31 PM 2:08  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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-07/16/96--01121--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

PA 3/31/97  
W 96 14935  
7/17/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

July 17, 1996

JOSE ESCARPIO  
275 FONTAINEBLEAU BLVD #171  
MIAMI, FL 33172

SUBJECT: ESTRELLA MORENA FLAMENCO CORP.  
Ref. Number: W96000014935

We have received your document for ESTRELLA MORENA FLAMENCO CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide an English translation for the entity's name in your cover letter.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 496A00034645

TRANSMITTAL LETTER

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

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Division of Corporations  
409. E. Gaines St.  
Tallahassee, FL 32399

ESTRELLA MORENA FLAMENCO CORP.  
(ENGLISH: DARK STAR FLAMENCO, CORP.)

Subject: \_\_\_\_\_  
(proposed corporate name)

Enclosed please find an original and one copy of the articles  
of incorporation for the above corporation and check in the  
amount of \$ \_\_\_\_\_. (previously paid)

From: ESTRELLA MORENA FLAMENCO CORP  
8410 W. FLAGLER ST. SUITE 115B  
MIAMI, FL 33144  
-----

ms: Pamela HALL -

PLEASE RETURN TO ABOVE  
ADDRESS.

ARTICLES OF INCORPORATION

OF

FILED

ESTRELLA MORENA FLAMENCO CORP.  
(English: Dark Star Flamenco Corp.)

97 MAR 31 PM 2:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

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The name of the corporation shall be:

ESTRELLA MORENA FLAMENCO CORP.

ARTICLE II - ADDRESS

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The address of the principal office until further notice  
is: 8410 W. Flagler St. Suite 115B, Miami, FL 33144.

ARTICLE III - CAPITAL STOCK

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The number of shares that this corporation is authorized  
to have outstanding is one thousand (1000) common shares  
at one dollar (\$1.00) par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

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The initial registered agent of this corporation is: Louise  
Zorilla and the registered office is 8410 W. Flagler St.  
Suite 115B, Miami, FL 33144.

ARTICLE V - INCORPORATOR

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

Louise Zorilla  
8410 W. Flagler St. Suite 115B  
Miami, FL 33144

ARTICLE VI - DURATION

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This corporation shall have a perpetual existence unless  
dissolved according to law.

#### ARTICLE VII - PURPOSE

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The purposes for which this corporation is organized are:

- (a) To engage and transact any and all lawful business which corporations normally do within the State of Florida.
- (b) To operate any legal business at the wholesale or retail level (or both) including but not limited to the operation of a general dance studio and related products.

#### ARTICLE VIII - INDEMNIFICATION

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This corporation shall indemnify any officer or director, or any agent, to the full extent permitted by law.

#### ARTICLE IX - INITIAL BOARD OF DIRECTORS

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The business of this corporation shall be managed by a Board of Directors consisting of one or more members, the exact number to be determined from time to time in accordance with the By-Laws. The initial Board of Directors shall consist of two directors as follows:

Louise Zorilla	Director, President and Treasurer 3560 S.W. 84 Avenue, Miami, FL 33155.
Jose D. Zorilla	Director, Vice-Pres. and Secretary 3560 S.W. 84 Avenue, Miami, FL 33155.

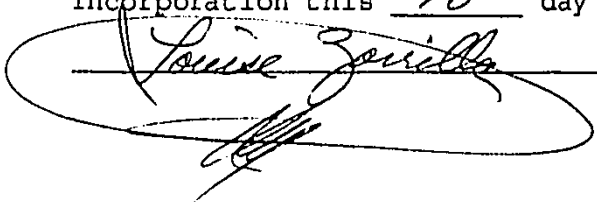
#### ARTICLE X - BY-LAWS

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The Board of Director shall adopt By-Laws for this Corporation which may be amended, altered or repealed by the shareholders or directors in any manner permitted by law.

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The undersigned incorporator has executed these Articles of Incorporation this 10 day of May 1996.



Louise Zorilla

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

FILED

97 MAR 31 PM 2:08

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation is \_\_\_\_\_

ESTRELLA MORENA FLAMENCO CORP.  
(English: Dark Star Flamenco Corp.)

2. The name and address of the registered agent and office is:

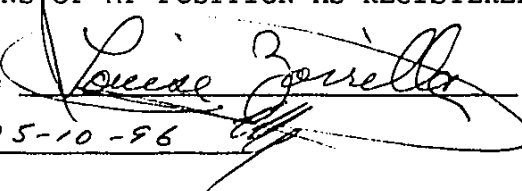
Name Louise Zorilla  
Address 8410 W. Flagler St. Suite 115B, Miami, FL 33144

The following officer of this corporation has authorized the above person and office to be its registered agent and registered office.

Signature   
Title President  
Date 05-10-96

ACCEPTANCE BY AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT

Signature   
Date 05-10-96