

797000032028

TRANSMITTAL LETTER

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

SUBJECT: THE FIVE SENSES, CO  
(Proposed corporate name - must include suffix)

100002135381--7  
-04/07/97--01120--012  
\*\*\*\*122.50 \*\*\*\*122.50

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

FROM:

\_\_\_\_\_  
Name (printed or typed)

\_\_\_\_\_  
LAW OFFICES  
FRANK E. AMSALEM, P.A.  
420 LINCOLN ROAD - SUITE 258  
MIAMI BEACH, FLORIDA 33139

\_\_\_\_\_  
City, State & Zip

\_\_\_\_\_  
(305) 534-4184  
Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR -7 AM 10:22

See  
4/9

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

**ARTICLES OF INCORPORATION OF  
THE FIVE SENSES, CO.**

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The undersigned incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for the corporation:

**ARTICLE I.**

**NAME**

The name of the corporation is: **The Five Senses, Co.**

**ARTICLE II.**

**PRINCIPAL OFFICE**

The street address of the corporation's initial principal office is 420 Lincoln Road, Suite 258, City of Miami Beach, County of Dade, State of Florida, 33139.

**ARTICLE III.**

**CORPORATE DURATION**

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

**ARTICLE IV.**

**PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To engage in the business of Import and Export.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on or in connection with or auxiliary to the preceding business.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

**ARTICLE V.  
CAPITALIZATION**

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 100 shares. These shares shall be of a single class of common stock, and shall have a par value of \$60 per share.

**ARTICLE VI.  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 420 Lincoln Road, Suite 258, City of Miami Beach, County of Dade, State of Florida, 33139, and the name of its initial registered agent at such address is Frank E. Amsalem.

**ARTICLE VII.  
CORPORATE POWERS**

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida, including, but not limited to, the following: The power to purchase and sell imported products, the power to purchase real estate, etc.

**ARTICLE VIII  
INCORPORATORS**

The name and street address of each person signing these articles of incorporation as an incorporator is:

<u>Name</u>	<u>Address</u>
Frank E. Amsalem, Esq.	420 Lincoln Road, Suite 258, Miami Beach, Florida 33139

## **ARTICLE IX.**

### **DIRECTORS**

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is three (3), and the names and addresses of the initial directors are:

<b>Name</b>	<b>Address</b>
<b>Daniel Letzgus</b>	<b>Le Villard de S' Ambre, 05200 Embrun, France</b>
<b>Paule Charmasson</b>	<b>Chateau de Daillon, 05500 S' Bonnet, Champsaur, France</b>
<b>Frank E. Amsalem</b>	<b>4230 Chase Ave., Miami Beach, Florida 33140, USA</b>

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be of one year and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors until that number is changed by a bylaw duly adopted by the shareholders.

## **ARTICLE X.**

### **PREEMPTIVE RIGHTS**

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

## **ARTICLE XI.**

### **TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusals to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

**ARTICLE XII.**  
**INDEMNIFICATION**

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses including attorney's fees incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

**ARTICLE XIII.**  
**BYLAWS**

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than forty-five (45) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by affirmative vote of two-thirds of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

**ARTICLE XIV.**  
**DISSOLUTION**

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholders.

The undersigned incorporator of this corporation, have executed these articles of incorporation at Miami Beach, Florida.

Dated 4 April, 1997

  
\_\_\_\_\_  
**Frank E. Amsalem**

STATE OF FLORIDA )

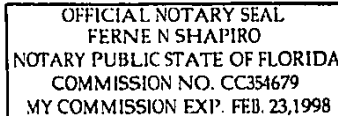
COUNTY OF DADE )

**BEFORE ME**, the undersigned Notary Public, personally appeared Frank E. Arnsalem, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that he made and subscribed the same for the purposes therein mentioned and set forth.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal, at Miami, Dade County, Florida this 4 day of April, 1997.

Ferne N. Shapiro  
Notary Public State of Florida

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT REGISTERED OFFICE**

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DIVISION OF CORPORATIONS  
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PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: The Five Senses, Co..
2. The name and the address of the registered agent and office is:

Frank E. Amsalem  
420 Lincoln Road, Suite 258  
Miami Beach, Florida, 33139

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Having been named to accept service or process for the above stated corporation, at the place designated in this certificate, 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 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.

Dated: 4 April, 1997



Frank E. Amsalem