

P97000049060

AMERILAWYER®  
(TAMPA)

343 ALMERIA AVENUE

CORAL GABLES, FL 33134 - (305) 445-2700

FILED

97 JUN -4 AM 10:29

SLIP 10  
TALL 10

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. LINDA SARA COSMETICS, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk-In ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
X	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

400002200794--8  
-06/04/97--01001--020  
\*\*\*2520.00 \*\*\*\*\*70.00

Examiner's Initials

89 6 17 4- MCF 25

K.R. JUN - 4 1997

# ARTICLES OF INCORPORATION

OF

## LINDA SARA COSMETICS, INC.

FILED  
97 JUN -4 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

### ARTICLE 1 - NAME

The name of the Corporation is LINDA SARA COSMETICS, INC., (hereinafter, "Corporation").

### ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

### ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 4084 D Woods Edge Circle, Palm Beach Gardens, Florida 33410 and the mailing address is 958 South Military Trail, Suite 86, West Palm Beach, Florida 33415.

### ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

### ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Jesus Noriega
Vice-President:	Margie Noriega
Secretary:	Margie Noriega
Treasurer:	Jesus Noriega



whose addresses shall be the same as the principal office of the Corporation.

#### **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Jesus Noriega  
Margie Noriega

whose addresses shall be the same as the principal office of the Corporation.

#### **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 10 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 11 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.



#### **ARTICLE 12 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 14 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 15 - EFFECTIVE DATE**

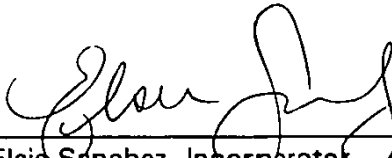
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 16 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged  
and filed the foregoing Articles of Incorporation under the laws of the State of Florida,  
this JUN 04 1997.

  
\_\_\_\_\_  
Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered  
office of the Corporation name above, and having been designated as the Registered  
Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts  
the obligations of the position of Registered Agent under the applicable provisions of  
the Florida Statutes.

AmeriLawyer® Chartered

By:   
\_\_\_\_\_  
Natalia Utrera, Vice President

FILED  
97 JUN -4 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



343 ALMERIA AVENUE CORAL GABLES, FL 33134 - (305) 445-2700 - (800) 603-3900 - FACSIMILE (305) 447-8900  
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479  
<http://www.amerilawyer.com>

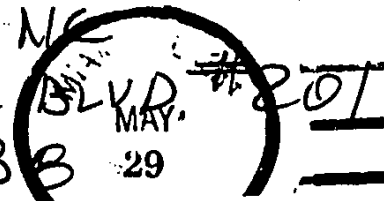
P97000049001

S. SERBOV

JML GROUP, INC

7657 DISCAYNE BLVD.

Miami FL 33138



300002198273--8

-06/02/97--01131--006

\*\*\*\*122.50 \*\*\*\*122.50

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

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation of  
JML GROUP, INC.

Also find enclosed a check made payable to the Secretary of State in the amount of \$12250 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as JML GROUP, INC is appreciated.

Respectfully,

  
Secretary

FILED  
CORPORATE RECORDS  
DIVISION OF STATE  
CORPORATIONS  
TALLAHASSEE, FL 32314

6/4/97

**CERTIFICATE OF INCORPORATION  
OF JML GROUP, Inc.,**

FILED  
SECRETARY OF STATE  
CORPORATIONS  
97 JUN -2 11:12:00

I, the undersigned, hereby associate myself, for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE # 1**

The name of corporation shall be :

**JML GROUP, Inc.,  
ARTICLE # 2**

General nature of business

The nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all activities or businesses permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do.

**ARTICLE # 3**

Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one hundred (100) common shares at a value of ( \$5.00 ) dollars per share.

**ARTICLE # 4**

Amount of capital to begin business with

The amount of capital with which this corporation shall commence business shall be no less than \$500.00 dollars.

**ARTICLE # 5**

Existence of corporation

The existence of this corporation shall be perpetual unless dissolved according to law.



#### ARTICLE # 6

##### Principal place of business

The principal place of business of this corporation shall be located at :  
**7657 Biscayne Blvd. # 201 , Miami , Florida , 33138 ,** and the mailing address shall be the same .

#### ARTICLE # 7

##### Number of Directors

The number of directors of this corporation shall be no more than Four (4) .

#### ARTICLE # 8

The names and addresses of the officers of this corporation shall be: 4

**SERGOV , Stanislav - President**  
**FONAROV , Leonard - Vice-President**  
**SERGOVA , Marina - Secretary**  
**FONAROV , Juana Luisa - Treasurer**

#### ARTICLE # 9

The names and addresses of the subscribers and the number of shares of stock he agrees to take are :

**SERGOV , Stanislav , - 7657 Biscayne Blvd. # 201 , Miami , Florida , 33138 , -**  
**President - 25 Shares**  
**FONAROV , Leonard 7657 Biscayne Blvd. # 201 , Miami , Florida , 33138 , -**  
**Vice-President - 25 Shares**  
**SERGOVA , Marina 7657 Biscayne Blvd. # 201 , Miami , Florida , 33138 , -**  
**Secretary - 25 Shares**  
**FONAROV , Juana Luisa 7657 Biscayne Blvd. # 201 , Miami , Florida , 33138 , -**  
**Treasurer - 25 Shares**

**ARTICLE # 10**

The director of this corporation , in addition to powers conferred by the laws of the State of Florida , shall have power to make , alter , amend and repeal the By-laws, and to set apart , out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose , and to alter or abolish such reserve. The corporation reserves rights to amend, alter , change or repeal any provisions contained in this Certificate of Incorporation in any manner now or thereafter prescribed by law , and all rights conferred on offices , directors and stockholders herein granted subject to this reserve .

**ARTICLE # 11**

The incorporator of the within named corporation is **SERGOV , Stanislav , President.**

The registered agent of the corporation shall be **SERGOV , Stanislav , President. ,** and the registered


office shall be :

**7657 Biscayne Blvd. # 201 , Miami , Florida , 33138 , -**

In witness whereof , I have hereunto set my hand and seal this :

**22 Day of May , 1997**

I hereby accept and I am familiar  
with the duties of being  
Registered Agent

  
Stanislav SERGOV

*President /Registered Agent /  
Incorporator*

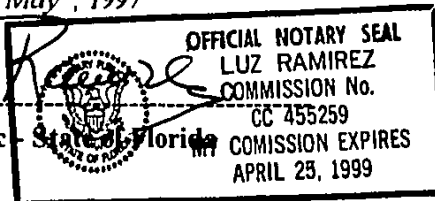
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN -2 11:09 AM

Sate of Florida )  
:  
County of Dade )

Before me , the undersigned authority , authorized to administer oaths and take  
acknowledgments , personally appeared **Stanislav SERGOV** , who is personally  
known to me and who executed the foregoing Certificate of Incorporation , and he  
acknowledged before me , that executed the same freely and voluntarily for the purpose  
therein expressed .

*Witness my hand and official seal at Dade County ,Florida  
this 22 day of May , 1997*

  
Notary Public - State of Florida



In compliance with section 48,091 , Florida Statutes , the following is submitted:

that **JML GROUP, Inc.,** is desiring to organize or qualify under the  
law of business in the city of **Miami** , Florida had named **SERGOV, Stanislav**  
located at **7657 Biscayne Blvd. # 201 , Miami , Florida , 33138 ,**  
as its agent to accept service of process within Florida .