

P97000051938

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 11 AM 10:21

TRANSMITTAL LETTER

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

SUBJECT: _____ **UNIQUE BRAND, INC.** _____
(Proposed corporate name - must include suffix)

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

100002208961--8
-06/11/97--01083--004
*****78.75 *****78.75

FROM: _____ **RICARDO PETROVICH** _____
Name(printed or typed)

_____ **9881 NW 52 TERRACE** _____
Address

_____ **MIAMI, FLORIDA 33178** _____
City, State & Zip

_____ **(305)599-2117** _____
Daytime Telephone number

NOTE: Please provide the original and one copy of the article

KP
6-12-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 11 AM 10:21

ARTICLE OF INCORPORATION

UNIQUE BRANDS, INC.

Article I Name

The name of the corporation is:

UNIQUE BRANDS, INC.

Article II Duration

This corporation is to exist perpetually. It shall commence its existence upon the filing of the Article of Incorporation.

Article III Purpose

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United State of America and the laws of the State Of Florida.

Article IV Capital Stock

This corporation is authorized to issue, one thousand shares(1,000) at \$10.00 dollars par value. Shares may be issued for such consideration as is determined from time to time by the shareholders.

This power which is hereby reserved unto the stockholders by right, may it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as it determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by the shareholders will not affect the prior action by the Board.

The consideration for the issuance of the shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or service actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued have been receive by the corporation, such shares are to be deemed to be fully paid and non assessable.

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sales 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 rights to purchase his pro-rata shares thereof (as nearly as may be done without issuance of fractional) shares at the price which is offered to the others.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initially registered and principal office of this corporation is:

9881 NW 52 Terrace

Miami, FL 33178

and the name of the initial register agent of this corporation at that address is:

Ricardo Petrovich

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have two(2) Directors initially. The number of directors may be increased or diminished from time to time as may be prescribed by the By-Laws, but shall never be less than one(1).

ARTICLE VIII INITIAL DIRECTORS

the name and address of each of the member of the initial Board of Directors of this corporation is:

Name	Title	Address	Common stock
Ricardo Petrovich	President	9881 NW 52 Terrace Miami, FL 33178	100%
Maria M. Casas	Vice-President & Secretary	9881 NW 52 Terrace Miami, FL 33178	

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify and hold each person who shall serve at any time hereafter as Director or officer of the corporation, and any person who serves at the request of the corporation, as a Director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of having heretofore or hereafter taken or omitted by him as such director or officer, and shall be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his(hers) duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper cases even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he (she) or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction with the like force and effect as if he were not such director of such other corporation or not so interested.

ARTICLE X REMOVAL OF DIRECTORS

Any directors or the entire Board of Directors may be remove, with or without cause, by a vote of the holders of majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI INCORPORATORS

The name and street address of each subscriber of these Article of Incorporation is:

Name	Address
Ricardo Petrovich	9881 NW 52 Terrace Miami, FL 33178

ARTICLE XII POWERS

This corporation shall have all the powers necessary or convenient to effect its purpose as enumerated in the Florida General Corporation Act.

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

ARTICLE XIII AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon.

In witness where off, the undersigned subscribers have executed these Articles of Incorporation 10 days of June, 1997.



Ricardo Petrovich



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 11 AM 10:21

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 UNIQUE BRANDS, INC

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

RICARDO PETROVICH
(NAME)

9881 NW 52 TERRACE
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

MIAMI, FLORIDA 33178
(CITY/STATE/ZIP)

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 agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete perform of my duties, and I am familiar with and accept the obligations of my position as registered agent



(SIGNATURE)

6/10/97

(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314