

P9700052670

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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*****70.00 *****70.00

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

1. Online Upgrades, 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	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 JUN 13 PM 3:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 JUN 13 PM 2:58
DIVISION OF CORPORATION

Examiner's Initials

FILED
97 JUN 13 PM 3:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is ONLINEUPGRADES, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:
9335 S.W. 117th Avenue
Miami, Florida 33186

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Raymond Mobayed
9335 S.W. 117th Avenue, Miami, Florida 33186

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Filings, Inc., a Florida Corporation
3732 N.W. 16th Street
Fort Lauderdale, Florida 33311

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: June 13, 1997

Filings, Inc.
by Teresa Roman, Vice-President

Teresa Roman
Incorporator

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that ONLINEUPGRADES, Inc. , desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: June 13, 1997

Teresa Roman
Teresa Roman, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative 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: June 13, 1997

Filings, Inc.
by Teresa Roman, Vice President

Teresa Roman

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TALLAHASSEE, FLORIDA

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	Domestic
	Other

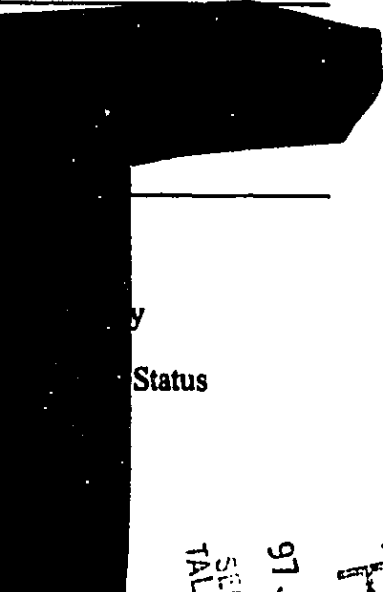
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	Name Re

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Office Use Only

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Status

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97 JUN 13 PM 3:43
SECURITY OF STAFF
TALLAHASSEE, FLORIDA

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Examiner's Initials	
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ARTICLES OF INCORPORATION
OF
BEST CANDY & COOKIE DISTRIBUTORS INC

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97 JUN 13 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these articles of incorporations, each a natural person competent to contract, hereby associate together to form a Corporation under the Laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of the Corporations shall be:

BEST CANDY & COOKIE DISTRIBUTORS INC

ARTICLE II
NATURE OF BUSINESS

The general nature of business to be transacted by this corporation shall be Retail Sale of General Merchandise, any other activities of business permitted under the Laws of the United States of the State of Florida.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in, and with goods, wares, merchandise, real and personal property, and services of every kind, class and description, except that is not to conduct banking, safe deposit, trust, insurance, surety, express, railroad, cancel, telegraph, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, licenses, in the State of Florida and in all other states and countries.

To contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporation property, or other instruments to secure payment of corporate indebtedness as required.

To purchase corporate assests of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or nay other state of government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock at \$1.00 par value per share.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than five hundred Dollars (\$500.00)

ARTICLE V TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI PRINCIPLE PLACE OF BUSINESS

The initial street address in the State of the principle office of this corporation is 1351 N.W 88 AVE , MIAMI, FLA 33172.

The Board of Director may from time-to-time, move the principle office to any other address in the State of Florida.

ARTICLE VII DIRECTORS

This corporation shall have not less than two directors initially. The number of directors may be increased or diminished from time-to-time by the by-laws adopted by the stockholders.

**ARTICLE VIII
BOARD OF DIRECTORS**

The name and street address of the members of the first Board of Director are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
GUILLERMO HEREDIA	PRESIDENT	1351 N.W. 88 TH AVE MIAMI, FL. 33186

**ARTICLE IX
SUBSCRIBERS**

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
GUILLERMO HEREDIA	1351 N.W.88 TH AVE	1000	1000

**ARTICLE X
REGISTERED AGENT**

The address of the Registered Office of this corporation shall be: 1351 N.W. 88 TH AVE
MIAMI FLA, 33172 and the Registered agent shall be:
GUILLERMO HEREDIA

Pursuant of Florida Statutes Section 607.164, having been named to accept process for the above State Corporation, at the place design in these Articles of Incorporation, I hereby accept to agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


BY GUILLERMO HEREDIA

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TALLAHASSEE, FLORIDA

**ARTICLE XI
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved by the stockholders' meeting by the majority of the stock entitled to vote them on, unless manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**STATE OF FLORIDA
COUNTY OF DADE**

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments personally appeared:

WITNESS my hand and official seal in the County and State named above this 20 day of MAY 1997.


GUILLERMO HEREDIA

