

P 97000 58636

**ACCOLADES BUSINESS CONSULTANTS, INC.**

7355 SW 96 STREET  
MIAMI, FL 33156  
TEL: 305-665-6805  
FAX: 305-669-8942

FILED  
97 JUL -7 AM 9:01  
TALLAHASSEE, FLORIDA

MAY 8, 1997

800002180928--2  
-05/16/97--01023--011  
\*\*\*\*122.50 \*\*\*\*122.50

Florida Dept. of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Attn: New Filings Dept.

Re: Articles of Incorporation of RAFAEL, INC.

Gentlemen:

Enclosed are two original signed and notarized sets of Articles of Incorporation of the above corporation and a check in the amount of \$122.50 for filing fees and certified copy of the Articles of Incorporation.

Please register the corporation and return the second copy of Articles duly stamped as certified copy to the address below:

Accolades Business Consultants, Inc.  
7355 SW 96 Street  
Miami, FL 33156

If you have any questions, please call the undersigned.

Sincerely  
  
Andy Bhansali  
President

F. CHANDLER

JUL 7 1997

6047-11825  
302



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 20, 1997

ACCOLADES BUS CONSULTANTS INC  
7355 SW 96 STREET  
MIAMI, FL 33156

SUBJECT: RAFAEL, INC.  
Ref. Number: W97000011825

FILED  
97 JUL -7 AM 9:10  
TALLAHASSEE, FLORIDA

We have received your document for RAFAEL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 297A00027150

NAME changed to  
RAFAEL STUDIOS, INC

**ARTICLES OF INCORPORATION  
OF  
RAFAEL STUDIOS, INC.**

FILED  
97 JUL -7 AM 9:01  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is RAFAEL STUDIOS, INC. and the principal office address is:

1120 NE 110 Terrace, Miami, FL 33161.

**ARTICLE II - DURATION**

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

**ARTICLE III - PURPOSE**

This corporation is organized to engage in the business of production, sales, and distribution of arts, sculptures, paintings, collectibles, framing, etc. and any other related merchandise in conformity with the existing laws, municipal rules and regulations or such as may be hereafter enacted; and to engage in any other lawful business from time to time.

**ARTICLE IV - CAPITAL STOCK**

The initial capital of the corporation is One Hundred Dollars made up of One Hundred (100) shares of common stock with a par value of \$1.00 per share.

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 1120 NE 110 Terrace, Miami, FL 33161 and the name of the initial registered agent of this corporation is: Rafael Acevedo.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have ONE director initially. The number of directors may be either increased or diminished from time to time by the by-laws of the corporation but shall never be less than ONE (1). The names and addresses of the initial directors of this corporation are:

RAFAEL ACEVEDO, 1120 NE 110 Terrace, Miami, FL 33161.

#### **ARTICLE VII - INCORPORATORS**

The names and addresses of the persons signing these articles are:

RAFAEL ACEVEDO, 1120 NE 110 Terrace, Miami, FL 33161.

#### **ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK**

The shares of Capital Stock of this corporation shall be issued initially to the following persons and entities in the amount set forth opposite their names:

RAFAEL ACEVEDO

100 Shares

By agreement, the shares of the stockholders are subject to the stockholders' agreement of even date and may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders of this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by the written agreement among all of the shareholders and this corporation.

#### **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 provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers may 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 elected by the shareholders of this corporation in accordance with the by-laws adopted by the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles

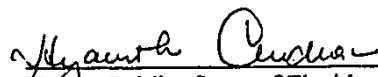
of Incorporation this 12<sup>th</sup> day of May, 1997.

  
\_\_\_\_\_  
RAFAEL ACEVEDO, Incorporator

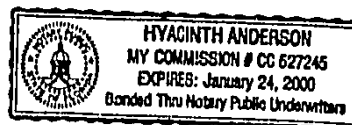
STATE OF FLORIDA       )  
COUNTY OF DATE       )

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared RAFAEL ACEVEDO and known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12<sup>th</sup> day of May, 1997.

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING UPON WHOM PROCESS MAY BE SERVED**

FILED  
97 JUL -7 AM 9:01  
TALLAHASSEE, FLORIDA

\_\_\_\_\_  
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in  
compliance with said Act:

RAFAEL STUDIOS, INC. desiring to organize under the laws of the State of  
Florida with its principal office, as indicated in the Articles of Incorporation at Miami,  
County of Dade, State of Florida, has designated RAFAEL ACEVEDO, located at 1120  
NE 110 Terrace, Miami, FL 33161 as its agent to accept service of process within this  
State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation,  
at place designated in this certificate, I hereby accept to act in this capacity, and agree to  
comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
RAFAEL ACEVEDO, Resident Agent