

P97000077888

TRANSMITTAL LETTER

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

000002281910--6  
-09/02/97--01027--003  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: FASHION TEAM, INC.  
(Proposed corporate Name- must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 131.25 Filing Fee, Certified Copy & Certificate

FROM: Jose N Correa (J.C. Accounting & Tax Services) Agent.

8900 S.W. 107 AVE. SUITE 311

MIAMI, FL 33176

(305) 271-2060

Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP -8 PM 12:49

5/9/9

W97-20296



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

September 3, 1997

JOSE N. CORREA  
JC ACCOUNTING & TAX SERVICES  
8900 SW 107 AVE., STE. 311  
MIAMI, FL 33176

SUBJECT: FASHION TEAM, INC.  
Ref. Number: W97000020296

We have received your document for FASHION TEAM, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the original and one copy of 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 (850) 487-6924.

Sharon Tala  
Document Specialist Supervisor

Letter Number: 597A00044013

*Please note: address of the corporation*

*Thank you*

*Jose N. Correa*

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**ARTICLES OF INCORPORATION  
of  
FASHION TEAM INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is FASHION TEAM INC..

14122 SW 142 AVENUE  
MIAMI, FL 33186

**ARTICLE II  
SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

JOSE N CORREA  
J.C. Accounting & Tax Services  
8900 s.w. 107 Ave. Suite 311  
Dade County  
Miami, FL 33176

#### **ARTICLE IV PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

#### **ARTICLE V DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

WILLIAM MONTOYA, PRESIDENT  
9516 S.W. 154 PL  
MIAMI, FL 33196

CARLOS PINEL, VICE PRESIDENT  
CALLE 14 No. 32 A 272  
Medellin, Colombia, \_\_\_\_\_

PATRICIA ARANGO, SECRETARY  
9516 S.W. 154 PL  
MIAMI, FL 33196

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The directors shall be divided into 3 classes, the number of directors to be allocated to each class to be as nearly equal as possible and with the term of office in one class expiring each year after the initial annual meeting of shareholders.

#### **ARTICLE VI LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of

unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## ARTICLE VII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

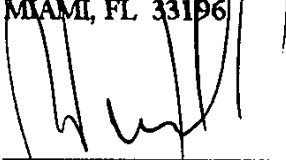
Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

**Certification**

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

  
\_\_\_\_\_  
WILLIAM MONTAÑA, PRESIDENT, Incorporator  
9516 S.W. 154 PL  
MIAMI, FL 33196

  
\_\_\_\_\_  
CARLOS PINEL, VICE PRESIDENT, Incorporator  
CALLE 14 No. 32 A 272  
Medellin, Colombia, FL 33196

  
\_\_\_\_\_  
PATRICIA ARANGO, SECRETARY, Incorporator  
9516 S.W. 154 PL  
MIAMI, FL 33196

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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: FASHION TEAM, INC

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

JOSE N. CORREA

J.C. Accounting & Tax Services

8900 S.W. 107 AVE. SUITE 311

MIAMI, FL 33176

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*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 performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(SIGNATURE)

08-27-97  
(DATE)