

797000081415

Offices  
MICHAEL J. FREEMAN, P.A.  
153 Sevilla Avenue  
Coral Gables, Florida 33134-6088

P.O. Box 140668  
Coral Gables, Florida 33114-0668

Tel. (305) 442-1567  
Tel. (305) 442-1227

September 17, 1997

000002297330--9  
-09/18/97--01096--005  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida

EXPRESS MAIL: EM406329793US

RE: Omnia Group International, Inc.

Gentlemen:

Enclosed please find the following documents for filing for the above corporation:

1. Original and copy of Articles of Incorporation:
2. Original and one copy of Certificate Designating Resident Agent and Acceptance of Agent;
3. My office check in the amount of \$122.50 as payment for the following:

Filing Fee	35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Charter	<u>52.50</u>
	<u>\$122.50</u>

Enclosed for your convenience is a self-addressed, prepaid express mail envelope to send me a certified copy of the Articles of Incorporation, and the Certificate Designating Resident Agent.

Thank you in advance for your prompt attention to this matter.

Very truly yours,

*Michael J. Freeman*  
MICHAEL J. FREEMAN

MJF:lc  
enc:  
2975-SS

SEP 19

BSB

FILED  
97 SEP 18 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**OMNIA GROUP INTERNATIONAL, INC.**

**FILED**

97 SEP 18 AM 11:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of this corporation is OMNIA GROUP INTERNATIONAL, INC.

**ARTICLE II**

This corporation shall have perpetual existence.

**ARTICLE III**

The general nature of the business to be transacted by this corporation is to act as the corporate General Partner in real estate developments. This corporation shall have the powers as enumerated in Section 607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

**ARTICLE IV**

The principal place of business for this corporation is  
292 S. County Road, Suite 196, Palm Beach, Florida 33480.

**ARTICLE V**

The mailing address of this corporation is 292 S. County Road,  
Suite 196, Palm Beach, Florida 33480.

**ARTICLE VI**

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

#### ARTICLE VII

Every shareholder, upon the sale for cash or any new stock of this corporation, shall have the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VIII

The street address of the initial registered office of this corporation is and the name of the initial registered agent of this corporation at that address is:

M.J.F. REGISTERED AGENT CORP.  
153 Sevilla Avenue  
Coral Gables, Florida 33134

#### ARTICLE IX

The name and post office address of the directors of this corporation is as follows:

Nikita Zukov	Paula Zukov
292 S. County Road	292 S. County Road
Suite 196	Suite 196
Palm Beach, Fl 33480	Palm Beach, Fl 33480

#### ARTICLE X

The corporation shall have two (2) directors initially. The number of directors may be increased from time to time in accordance with the By-Laws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall

indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each 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 his being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

#### ARTICLE XI

The name and address of the person signing these Articles is as follows:

Paula Zukov  
292 S. County Road  
Suite 196  
Palm Beach, Fl 33480

#### ARTICLE XII

Shares held by the initial shareholder may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

#### ARTICLE XIII

These Articles of Incorporation may be amended by manner provided by law. Every amendment shall be approved by the directors,

properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the party hereto has hereunto set his hand and seal at Miami, Dade County, Florida, this 15<sup>th</sup> day of September 1997.

OMNIA GROUP INTERNATIONAL, INC.  
A Florida corporation

*Paula Zukov*  
Paula Zukov, President

STATE OF FLORIDA)  
COUNTY OF )

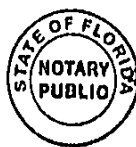
BEFORE ME personally appeared PAULA ZUKOV, with knowledge that she is the incorporator and director named in the foregoing Articles of Incorporation and that she acknowledged before me that she executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 15<sup>th</sup> day of September, 1997.

*Dorothy E. Wilson*  
Notary Public, State of Florida

Print Name: *Dorothy E. Wilson*

My Commission Expires:



DOROTHY E. WILSON  
My Comm Exp. 3/24/00  
Bonded By Service Ins  
No. CC526836

☒ Personally Known ☐ Other I.D.

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 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST - THAT OMNIA GROUP INTERNATIONAL, INC., A FLORIDA  
CORPORATION, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF  
THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT  
CITY OF PALM BEACH, STATE OF FLORIDA, HAS NAMED M.J.F. REGISTERED  
AGENT CORP., LOCATED AT 153 SEVILLA AVENUE, CITY OF CORAL GABLES,  
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

OMNIA GROUP INTERNATIONAL, INC.

By:

Paula Zukov  
Paula Zukov, President

Date:

9.15.97

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,  
I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO  
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER  
AND COMPLETE PERFORMANCE OF MY DUTIES.

M.J.F. REGISTERED AGENT CORP.

By:

Michael J. Freeman  
MICHAEL J. FREEMAN, President

Date:

9/17/97

FILED  
97 SEP 18 AM 11:44  
CLERK OF STATE  
TALLAHASSEE, FLORIDA