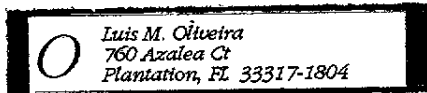


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-02/03/98--01013--004  
\*\*\*\*122.50 \*\*\*\*122.50

City/State/Zip

Phone #

Office Use Only

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

1. Miniver Creations USA, Inc  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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98 FEB 11 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- ☐ 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

W98-2612  
FEB 11 1998  
P Hall

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 5, 1998

LUIS M. OLIVEIRA  
760 AZALEA CT  
PLANTATION, FL 33317-1804

SUBJECT: MINIVER CREATIONS USA, INC.  
Ref. Number: W98000002612

We have received your document for MINIVER CREATIONS USA, 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 598A00006622

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
of  
MINIVER CREATIONS USA, INC.**

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

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is MINIVER CREATIONS USA, INC..

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

760 Azalea Court  
Plantation, FL 33317

**ARTICLE III  
SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares with a par value of \$1.00 per share.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

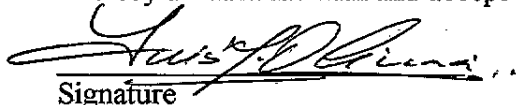
The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Luis M. Oliveira  
Decor Custom Painting, Inc.  
760 Azalea Court  
Broward County

Initials: 

Plantation, FL 33317

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

  
Signature

#### **ARTICLE V PURPOSE**

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

#### **ARTICLE VI DIRECTORS**

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

Luis M. Oliveira  
760 Azalea Court  
Plantation, FL 33317

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.

#### **ARTICLE VII 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

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TALLAHASSEE, FLORIDA

corporation to the fullest extent permitted by law.

#### ARTICLE VIII 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.

#### 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.

  
Luis M. Oliveira, Incorporator  
760 Azalea Court  
Plantation, FL 33317

*File No* #046-533-53-006-1

State of Florida, County of Broward, ss:

Subscribed and sworn to (or affirmed) before me this 9 day of Feb, 1998.

Vickie L. Mendez  
Notary Public



Vickie L. Mendez  
MY COMMISSION # CC681455 EXPIRES  
September 17, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.