

P98000021478



ACCOUNT NO. : 072100000032

REFERENCE : 729622 7131003

AUTHORIZATION : *Patricia Pizut*

COST LIMIT : \$ 122.50

ORDER DATE : March 5, 1998

ORDER TIME : 10:40 AM

ORDER NO. : 729622-005

700002448147--8

CUSTOMER NO: 7131003

CUSTOMER: Irving Joseph Gonzalez, Esq
IRVING JOSEPH GONZALEZ,
ATTORNEY AT LAW
Suite 928
444 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: F & C LTD., INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

524-506
W98-4924

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR-5 PM 1:09

RECEIVED
98 MAR-5 PM 1:10
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -5 PM 1:09

March 5, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: F & C LTD., INC
Ref. Number: W98000004924

RESUBMIT

Please give original
submission date as file date.

We have received your document for F & C LTD., INC and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The word LTD. needs to spelled out.

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 398A00012186

RECEIVED
98 MAR -6 AM 11:29
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
F & C LIMITED, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -5 PM 1:09

The undersigned subscriber(s) of these Articles of Incorporation, each natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: F & C LIMITED, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business and the objects and purposes to be transcribed and carried on are as follows: clothing sales, and in general to carry on any other legal business whatsoever which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties, and, further to borrow or raise money for any purposes to mortgage all or any party of the property corporeal or incorporeal rights or franchise of this company now owned or hereafter acquired and to create, issue, draw, accept and negotiate bonds, mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III - GENERAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares at \$1.00 par value.

ARTICLE IV - AMOUNT OF INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$ 100.00 dollars.

ARTICLE V -- TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - CORPORATION'S ADDRESS

The initial address of the principal office of this corporation in the State of Florida shall be at 3162 Commodore Plaza, Coconut Grove, Florida.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida and establish subsidiaries in any place within and without the United States.

ARTICLE VII - SUBSCRIBER

The name and post office address of the subscriber of these Articles of Incorporation: Clara Gafaro, 3162 Commodore Plaza, Coconut Grove, Florida.

ARTICLE VIII - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders meeting by the majority of the stock entitled to vote thereon.

ARTICLE IX - DESIGNATION OF REGISTERED AGENT

The following person, Irving J. Gonzalez, is hereby named as Registered Agent for this corporation to be its agent and to

accept service of process within the State of Florida whose address is 444 Brickell Avenue, Suite 928, Miami, Florida 33131.

I hereby accept my appointment as Registered Agent, being familiar with and accepting the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes. I am an individual residing in the State having a business office identical with the registered office of the corporation.


Irving J. Gonzalez
REGISTERED AGENT

ARTICLE X

The undersigned being all the original subscriber(s) to the capital stock hereinabove named for the purposes of forming a corporation for profit to do business both within and outside the State of Florida, does hereby make, subscribe, acknowledge and file this certificate hereby declaring and certifying that the facts herein stated are true and do respectively agree to take the number of shares of stock hereinabove set forth as to each of us and accordingly have hereunto set my hand and seal this 4th day of May, 1998.


Clara Gafaro

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -5 PM 1:09