

LAW OFFICES  
**RAUL G. MENDOZA**  
SUITE 300  
1401 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33134  
TELEPHONE (305) 448-9002

March 23, 1998

**P98000028100**

FLORIDA DEPARTMENT STATE  
P.O. BOX 6327  
Tallahassee, FL 32314

ATTN: NEW FILINGS

000002467720--4  
-03/25/98--01032--012  
\*\*\*122.50 \*\*\*122.50

RE: UPHOLSTERY OF THE STARS, INC.  
OUR FILE: 98-0306R

Dear Madam or Sir:

Enclosed please find a corporate check for \$122.50 for the filing of a new corporation called "UHOLSTERY OF THE STARS, INC.".

Please proceed to file same as prompt as possible and return the recorded documents to our attention at :

Law Offices  
Raul G. Mendoza, P.A.  
1401 Ponce De Leon Blvd. Suite 300  
Coral Gables, FL 33134

Thank you.

Sincerely,



Raul G. Mendoza  
Esquire

Enclosure: \$122.50 Check  
Original Articles of Incorporation, Inc.

FILED  
98 MAR 25 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSEB MAR 20 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**UPHOLSTERY OF THE STARS, INC.**

FILED  
98 MAR 25 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

**I**

The name of the corporation shall be:

**UPHOLSTERY OF THE STARS, INC.**

**II**

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own businesses, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

### III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of no par value common stock.

### IV

The amount of capital with which this corporation shall begin business shall be:

\$500.00

### V

The existence of this corporation shall be perpetual.

### VI

The principal office of this corporation shall be located at

7251 N.E. 2<sup>nd</sup> Avenue #7  
Miami, Fl 33138

### VII

The Board of Directors of this corporation shall not consist of less than one or more than 5 members.

### VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

Reynaldo G. Perez

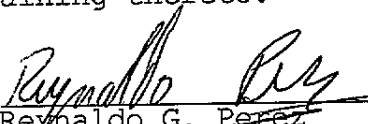
7251 N.E. 2<sup>nd</sup> Avenue #7  
Miami, Fl 33138

the successors of all shares of the stockholders, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of one directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: **PRESIDENT, SECRETARY, TREASURER,** and such other officers as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

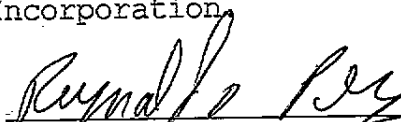
### XIII

#### ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of the law pertaining thereto.

  
Reynaldo G. Perez

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation.

  
Reynaldo G. Perez

IX

The registered agent and the registered office of the Corporation is:

Reynaldo G. Perez

7251 N.E. 2<sup>nd</sup> Avenue #7  
Miami, Fl 33138

X

The names and addresses of the subscribers to these Articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate of which shall be the sum of \$500.00, the amount of capital with which this corporation shall begin business, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARE</u>	<u>AMOUNT</u>
Reynaldo G. Perez	7251 N.E. 2 <sup>nd</sup> Ave. #7 Miami, Fl 33138	1,000	\$500.00

XI

The officer of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

Reynaldo G. Perez	PRESIDENT	7251 N.E. 2 <sup>nd</sup> Ave. #7 Miami, Fl 33138
Reynaldo G. Perez	SECRETARY	7251 N.E. 2 <sup>nd</sup> Ave. #7 Miami, Fl 33138
Reynaldo G. Perez	TREASURER	7251 N.E. 2 <sup>nd</sup> Ave. #7 Miami, Fl 33138

XII

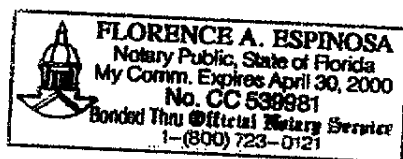
This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial stockholders or

STATE OF FLORIDA    )  
                              )   ss:  
COUNTY OF DADE     )

I hereby certify that on this day personally appeared  
**Reynaldo G. Perez,** I to me well known to be the same described in  
and who executed these Articles of Incorporation as registered  
agent, and acknowledged said consent to be the registered agent of  
**Upholstery of the Stars, Inc.,** a Florida corporation to be his act  
and deed and that the facts set forth therein are true.

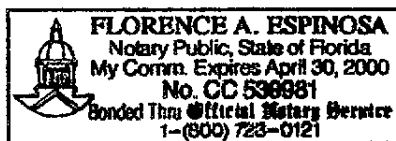
The foregoing instrument was acknowledged before me this 23<sup>rd</sup>  
of March, 1998 by **Reynaldo G. Perez** who is personally known to me  
or who has produced a FLORIDA DRIVER'S LICENSE as identification  
and who did personally take an oath.

*Florence A. Espinosa*  
NOTARY PUBLIC



The foregoing instrument was acknowledged before me this 23<sup>rd</sup> of March, 1998 by **Reynaldo G. Perez** who is personally known to me or who has produced a FLORIDA DRIVER'S LICENSE as identification and who did personally take an oath.

*Florence A. Espinosa*  
NOTARY PUBLIC



FILED  
98 MAR 25 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA     )  
                                   ) ss:  
COUNTY OF DADE     )

I hereby certify that on this day personally appeared **Reynaldo G. Perez**, I to me well known to be the same described in and who executed these Articles of Incorporation as registered agent, and acknowledged said consent to be the registered agent of **Upholstery of the Stars, Inc.**, a Florida corporation to be his act and deed and that the facts set forth therein are true.

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> of March, 1998 by **Reynaldo G. Perez** who is personally known to me or who has produced a FLORIDA DRIVER'S LICENSE as identification and who did personally take an oath.

*Florence A. Espinosa*  
NOTARY PUBLIC

