

PA 8000055/33

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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

000002565870--9

-06/19/98-01087-015

\*\*\*\*78.75 \*\*\*\*78.75

OFFICE USE ONLY

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

1. MISS VANESSA, INC.

(Corporation Name)

(Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)



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Certificate of Status

NEW FILINGS	
<input checked="" 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

DIVISION OF CORPORATION

98 JUN 19 AM 11:35

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

6/19  
Examiner's Initials

ARTICLES OF INCORPORATION

WE THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, FOR THE FORMATION, LIABILITY, PRIVILEGES, RIGHTS AND IMMUNITIES OF A CORPORATION FOR PROFIT.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

MISS VANESSA , INC.

ARTICLE II

THE GENERAL CHARACTER OR NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED AND THIS STATE.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING IS 100 SHARES OF COMMON STOCK, EACH SHARE HAVING A PAR VALUE OF \$1.00. AUTHORIZED CAPITAL STOCK MAY BE PAID FOR IN CASH.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL NOT BE LESS THAN ONE HUNDRED DOLLARS (100.00).

ARTICLE V

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS TO BE AT 1150 SYLVANIA BLVD. MIAMI FL. 33144.

ARTICLE VI

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THE CORPORATION SHALL HAVE 1 DIRECTOR. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME PURSUANT TO THE BY-LAWS.

#### ARTICLE VII

THE NAMES AND STREET ADDRESSES OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR, OR UNTIL THEIR SUCCESSORS ARE DULY ELECTED AND QUALIFIED, SHALL BE:

PRESIDENT: VICE PRESIDENT: TREASURE: SECRETARY:

VANESSA DOMINGUEZ      1150 SYLVANIA BLVD.      MIAMI FL, 33144

#### ARTICLE VIII

THE NAMES AND STREET ADDRESSES OF EACH SUBSCRIBER AND THE NUMBER OF SHARES OF STOCK WHICH EACH AGREES TO TAKE ARE:

NAME :	ADDRESS	SHARES
VANESSA DOMINGUEZ	1150 SYLVANIA BLVD.	100

#### ARTICLE IX

THE NAMES AND STREET ADDRESSES OF THE INCORPORATORS:

PRESIDENT: VANESSA DOMINGUEZ 1150 SYLVANIA BLVD. MIAMI FL, 33144

#### ARTICLE X

THE CORPORATION SHALL HAVE A PERPETUAL EXISTENCE.

#### ARTICLE XI

THE STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THE CORPORATION IS:

VANESSA DOMINGUEZ

1150 SYLVANIA BLVD.

MIAMI FL, 33144

THE NAME OF THE INITIAL REGISTERED AGENT OF THE CORPORATION AT THAT ADDRESS

IS: VANESA DOMINGUEZ

ARTICLE XII

STOCKHOLDERS OF THIS CORPORATION MAY ENTER INTO SUCH STOCKHOLDERS AND TRUSTEE AGREEMENTS AS THEY MAY SEE FIT WHERE IN AND WHEREBY SUCH STOCKHOLDERS MAY LIMIT THEIR RIGHTS BY VIRTUE OF SUCH STOCKHOLDERS AND TRUSTEE AGREEMENTS.

ARTICLE XIII

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDES 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 A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE DIRECTORS AND ALL OF THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL AND ACKNOWLEDGE TO BE FILED IN THE OFFICE OF THE SECRETARY OF STATE THE FOREGOING ARTICLES OF INCORPORATION THIS 10 DAY OF JUNE, 1998.

  
VANESSA DOMINGUEZ  
PRESIDENT.

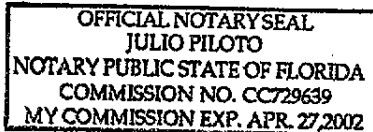
STATE OF FLORIDA)  
COUNTY OF MIAMI DADE)

I HEREBY CERTIFY THAT ON THIS 10 DAY OF JUNE, 1998 BEFORE ME PERSONALLY APPEARED VANESSA DOMINGUEZ, TO ME KNOWN TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND SHE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE SAME.

WITNESS MY AND OFFICIAL SEAL ON THE DAY AND DATE FIRST SET FORTH ABOVE.

NOTARY PUBLIC

MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN PURSUANCE OF CHAPTER 48.091. FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT MISS VANESA, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATES OF FLORIDA, WITH ITS PRINCIPAL OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION, HAS NAMED VANESSA DOMINGUEZ LOCATED AT 1150 SYLVANIA BLVD. MIAMI FLORIDA, COUNTY OF DADE, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE. THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE: 1150 SYLVANIA BLVD. MIAMI FLORIDA 33144.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

Vanessa Dominguez

(RESIDENT AGENT)

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TALLAHASSEE, FLORIDA