

TRANSMITTAL LETTER

P98000055712

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

500002518695-3
-05/11/98-01084-008
****131.25 ****131.25

SUBJECT: MAJESTIC CONCEPTS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: JAMES VISOSKY
Name (Printed or typed)

1401 MERIDIAN AVE #6
Address

MIAMI BEACH, FL 33159-8065
City, State & Zip

305-531-4968
Daytime Telephone number

T3 6/23

NOTE: Please provide the original and one copy of the articles

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 23 AM 8:25

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 14, 1998

JAMES VISOSKY
1401 MERIDIAN AVE. #6
MIAMI BEACH, FL 33139-8065

SUBJECT: MAJESTIC CONCEPTS, INC.
Ref. Number: W98000010962

We have received your document for MAJESTIC CONCEPTS, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 098A00026831

STEPHEN M. JOSEPH, ESQ.
ATTORNEY AT LAW
9345 NORTHEAST 6TH AVENUE
SUITE 401
MIAMI SHORES, FLORIDA 33138
TEL. (305) 759-8400
FAX. (305) 7597400

Division of Corporations
New Filing Dept.
409 Gaines Street
Tallahassee, FL 32399

May 29, 1998

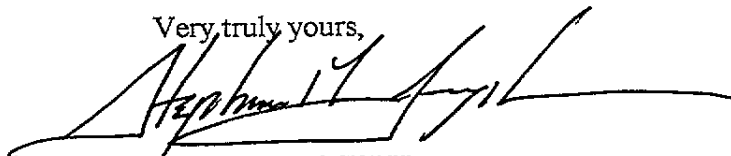
RE: (Resubmitted) NEW FILING: Articles of Inc. for MAJESTIC CONCEPTS, INC.

Attention: Filing Clerk:

Please find enclosed within the Articles of Incorporation and one copy for MAJESTIC CONCEPTS, INC.. The check for the filing fee in the amount of \$128.50 has been previously submitted.

Your anticipated attention to this matter is appreciated.

Very truly yours,



STEPHEN M. JOSEPH

Encl: Articles of Inc.

ARTICLES OF INCORPORATION
of
MAJESTIC CONCEPTS, 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 MAJESTIC CONCEPTS, INC..

ARTICLE II
INITIAL PRINCIPAL OFFICE

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

1401 Meridian Ave. #6
Miami Beach, FL 33139-8065

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TALLAHASSEE, FLORIDA

ARTICLE III
SHARES

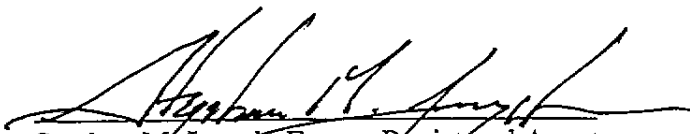
The total number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

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:

Stephen M. Joseph, Esq.
9345 N. E. 6th Avenue Suite 401
Miami-Dade County
Miami Shores, FL 33138

I am hereby famaliar with and accept the duties and responsibilities of Registered Agent.


Stephen M. Joseph, Esq. as Registered Agent

Initials: 

**ARTICLE V
PURPOSE**

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

**ARTICLE VI
DIRECTORS & OFFICERS**

All Officers, Directors, and Principals of this corporation shall be bound by and conform to their affairs pursuant to that certain By Laws of incorporation executed on May 1, 1998.

**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 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

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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.

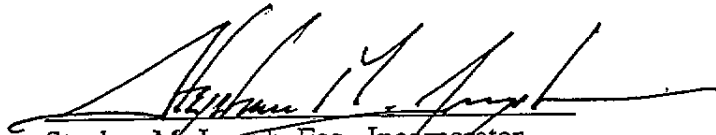
Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Survivorship Provision. Shares of stock are not subject to testate or intestate survivorship and shall be repurchased by the Corporation or subject to first right of refusal by the majority shareholder at a fair value determined by specific formula approved by the Directors and amended to the Bylaws of the Corporation.

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.



Stephen M. Joseph, Esq., Incorporator
9345 N. E. 6th Avenue Suite 401
Miami Shores, FL 33138