

PG8000061974

OFFICE USE ONLY (Document #)

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

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OFFICE USE ONLY

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

1. AMERICAN TOP FASHIONS, INC. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)



Walk in



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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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

7/14/98

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF INCORPORATION

OF

AMERICAN TOP FASHION'S, INC

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida this Certificate, set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the "Corporation" is: AMERICAN TOP FASHION'S, INC

ARTICLE II

The general nature of the business and de objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-witt: IMPORT & EXPORT

b) To subscribe for, invest in, purchase or otherwise acquire, to own, hold, sell, exchange, pledge or otherwise dispose of, securities of every nature and kind, including, without limitation, all types of stocks, bonds, debentures, or obligations or evidences of indebtedness or ownership or participation issued or created by any and all associations, trusts or corporations, public or private, whether created, established or organized under the laws of the United States, any of the States, or any territory or district or colony or possession thereof, or under the laws of any foreign country, and also foreign and domestic government and obligations, bank acceptances, commercial paper and secured call loans; to pay for the same in cash or property or by the issue of stocks, bonds or notes of this Corporation or otherwise; and while owning or holding any such securities, to exercise all the rights, powers and privileges of a stockholder or owner, including the rights powers and privileges of a stockholder or owner, including the right to transfer any convey the said stock or other securities to one more persons, firms, associations or corporations subject to voting trusts or other agreements

placing in such persons voting or other powers in respect of said stocks or other securities; to borrow money or other wise obtain credit an to secure the same by mortgaging, pledging or otherwise subjecting as security the assets of this Corporation.

c) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell convey, lease, mortgage, exchange, improve and other wise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, wether real personal or mixed, or any interests or rights therein without limits aw to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as a broker or agent for the purchase, sale, leasing and management of real estate, and the negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept discount and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

d) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprises permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell or otherwise dispose of the same; to enter into or engage in any such business, trade or enterprise.

e) To make any carry out contracts for building, erecting, improving and repairing buildings, structures, improvements, warehouses, docks, bridges, bulheads, sea walls, fills and structures of every kind and nature whatsoever; to build, construct or repair roads, bridges, wharves, sea walls, sidewalks, ditches, drains, bulkheads and in connections therewith, to use any appliances, dredge or equipment of whatsoever nature for the purpose of so doing; to carry in in any and all of this respective branches and the business of general contracting of whatsoever nature; to own and operate boats boat lines, bridges and dredgwa; to make, deepen or widen channels or canals; to fill in low ground, to buy, sell, manufacture, trade and deal in machinery, tools, and in steel, iron, plaster, granite, implements, stone, brick, lumber, shell, sand and every kind of building material and supplies whatsoever; to make all manner of river and harbor improvements; to engage in the building of buildings and repairings and repairing of vessels, ship, boats, crafts

and to do all manner of marine construction.

f) to engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commissions agency and to do all things necessary in connection with the operation of a sales and commission agency; as well as to engage in other similar and allied businesses incidental to a sale and commission agency, which said agency will operate both within and without the continental limits of the United States of America.

g) to own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage center or other outlets for the purpose of manufacturing, making, buying; selling and otherwise dealing in building supplies and equipment incidental to the construction business.

h) To own, buy, sell, lease, exchange or otherwise deal in real estate and personal property; to mortgage, sell and convey the same; to negotiate, purchase, hold and sell mortgages, stocks bonds and other securities and personal property; to invest money in real estate for itself or for other parties; to build furnish, equipment construct and repair buildings and to carry on the general contracting and construction business; to have all powers conferred upon such corporation to carry on any business in connection with and incidental to the foregoing under the laws of the State of Florida or any other State.

i) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereinafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out the powers hereinabove specifically delegated or implied.

ARTICLE III

The stock of this Corporation shall be divided into TEN THOUSAND SHARES (10,000) shares of stock of the par value of one DOLLAR EACH (\$1.00) per share, all of one class, namely, Common Stock, and having an aggregate par value of TEN THOUSAND DOLLARS (\$10,000). All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property

labor or services may be purchased or paid for with the capital stock; at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of Capital with which this Corporation shall began business shall be no less than TEN THOUSAND DOLLAR (\$10,000).

ARTICLE V

The principal place of business of the Corporation shall be at 14 N.E. 1ST AVE SUITE 1103-A MIAMI, FL 33132 with the privilege of having branch offices within and without the State of Florida.

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

The name and post office addresses of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, shall be:

ADRIANA ALVAREZ 14 N.E. 1ST AVE SUITE 1103A MIAMI,	Director
FLA	Director
	Director

ARTICLE VIII

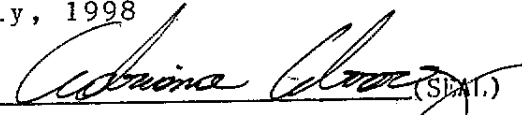
The number of directors of the Corporation shall be no less than ONE (1) nor more than fifteen (15).

ARTICLE IX

The names and post office addresses of the President, Secretary and Treasurer, who shall hold office until their successors are elected or appointed or have qualified are:

ADRIANA ALVAREZ 14 N.E. 1ST AVE STE 1103A MIAMI, FL	President
33132	Treasurer
ADRIANA ALVAREZ 14 N.E. 1ST AVE STE 1103A MIAMI, FL	Secretary
33132	

IN WITNESS WHEREOF, we have hereunto set our hands and seals, and acknowledged, to be filed in the office of the Secretary of State for the foregoing Certificate of Incorporation, this 9th day of July, 1998


ADRIANA ALVAREZ

(SEAL.)

(SEAL.)

COUNTY OF DADE)

) SS:

STATE OF FLORIDA)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared Adriana Alvarez-----

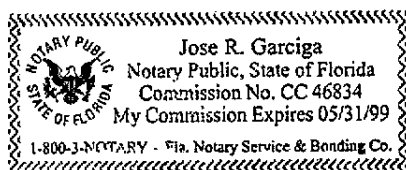
and each severally acknowledged before me that they signed the foregoing Certificate of Incorporation for the purpose therein expressed:

WITNESS my hand and official seal at the City of Miami County of, Dade State of Florida, this 9th day of JULY 1998.

DRIVER LICENSE
A 416-00-60-758-0


Notary public at Large

My commission expire:



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating office/registered agent, in the State of Florida.

1. The name of corporation is: AMERICAN TOP FASHION'S, INC

2. The name and address of the registered agent and office is:

ADRIANA ALVAREZ

Name

14 N.E. 1ST AVE STE 1103A

(P.O. Box not acceptable)

MIAMI, FLORIDA 33132

(City, State Zip)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SIGNATURE Adriana Alvarez

(Corporate Office)

TITLE PRESIDENT

DATE 7/9/98

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE Adriana Alvarez

DATE 7/9/98