

P98000068390

TRANSMITTAL LETTER

April 25, 1998

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

SUBJECT: BUENA VIDA FASHIONS, INC.

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

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-08/03/98--01097--014
*****78.75 *****78.75

FROM: Name Brad Gotfried
Address 8949 SE Bridge Rd, Ste 300
City, State, Zip Hobe Sound, FL 33455
Telephone No (561)283-6828

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK AUG 5 1998

**ARTICLES OF INCORPORATION
OF
BUENA VIDA FASHIONS, INC.**

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

ARTICLE I. NAME

The name of the corporation is Buena Vida Fashions, Inc.

ARTICLE II. NATURE OF CORPORATE BUSINESS

The corporation shall engage in the manufacturing and marketing of garments, and any other activity or business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock, each share has a par value of One Dollar (\$1.00).

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV. REDEMPTIVE RIGHTS

Every Stockholder, upon sale for cash of any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his prorated share thereof, at the price at which it is offered to others, which price may be in excess of par value.

ARTICLE V. TERM OF EXISTENCE

The corporation shall have perpetual existence.

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ARTICLE VI. ADDRESS

The initial street address of the principal office of this corporation shall be 8949 SE Bridge Rd, Suite 300, Hobe Sound, FL 33455.

ARTICLE VII. DIRECTORS

The corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one. All directors shall be elected by affirmative vote of at least a fifty-one percent (51%) of the outstanding shares.

ARTICLE VIII. INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are:

Brad Gotfried	Juan J. Rijo	Fernando Hunez
8949 SE Bridge Rd, Ste 300	1580 SE Collette Cir	2810 SE Federal Hwy, Box 12
Hobe Sound, FL 33455	Port St Lucie, FL 34952	Stuart, FL 34994

ARTICLE IX. AMENDMENTS

These 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 the stockholders' meeting by the majority of the stock entitled to vote therein, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles to be made.

ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

Stockholders may enter into agreements restricting the right to freely transfer stock in the corporation. This a legend on the share certificates will state that there may be a restriction upon share transfer.

ARTICLE XI. REGISTERED AGENT AND OFFICE

The Registered Agent designated for this corporation is Brad Gotfried, whose registered address is 8949 SE Bridge Rd, Suite 300, Hobe Sound, FL 33455.

ACCEPTANCE

I hereby accept the foregoing designation of Registered Agent of Buena Vida Fashions, Inc. Dated this 06 day of MAY, 1998.

Brad Gotfried
Brad Gotfried

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation under the laws of the State of Florida this 06 day of MAY, 1998.


Brad Gotfried
Brad Gotfried, Incorporator

State of Florida
County of Martin

The foregoing instrument was sworn to and subscribed before me this 06 day of May, 1998, by Brad Gotfried. Witness my hand and official seal in the County of Martin and State named above.

(SEAL)

Cynthia D. Artello
Notary Public
My Commission Expires: 3-8-02

 Cynthia D Artello
My Commission CC722812
Expires March 8 2002

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TALLAHASSEE, FLORIDA

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