

LAW OFFICES  
**NELSON & FELDMAN, P.A.**

1135 KANE CONCOURSE  
BAY HARBOR ISLANDS, FLORIDA 33154-2025

(305) 865-5716  
Broward Line: 921-2380  
Fax (305) 865-5710

FILED  
98 AUG 25 AM 7:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Theodore R. Nelson  
Michael K. Feldman

P 98 0000 75004

August 10, 1998

Secretary of State  
Corporation Division  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Mimmo's Custom Tailoring and Alteration, Inc.


Dear Friends:

In regard to the above matter please find enclosed Certificate of Incorporation. Note Article III for capitalization and Article VI for registered office and registered agent.

Enclosed is our check in the amount of \$122.50 to cover the following:

Filing fee	\$ 35.00
Certified copy	52.50
Resident Agent fee	35.00
Total	<u>\$122.50</u>

Very truly yours,


  
MICHAEL K. FELDMAN

MKF/csf  
Enc.

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\*\*\*122.50 \*\*\*122.50

F. CHESSER

AUG 28 1998





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 17, 1998

MICHAEL K FELDMAN ESQUIRE  
1135 KANE CONCOURSE  
BAY HARBOR ISLAND, FL 33154-2025

SUBJECT: MIMMO'S CUSTOM TAILORING AND ALTERATION, INC.  
Ref. Number: W98000018674

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for MIMMO'S CUSTOM TAILORING AND ALTERATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as 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) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 498A00042486

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

MIMMO'S CUSTOM TAILORING AND ALTERATION, INC.

I or We, the undersigned subscriber(s) to these Articles of Incorporation, a natural person or persons competent to contract, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of Florida Statute, Chapter 607, known as the "Florida General Corporation Act," do hereby subscribe to this Certificate of Incorporation:

ARTICLE I

The name of the Corporation is:

MIMMO'S CUSTOM TAILORING AND ALTERATION, INC.

ARTICLE II

The general nature of the business or businesses of the corporation and the objects and purposes proposed to be transacted, promoted or carried on by it, are as follows:

(a) CUSTOM TAILORING and the sale of MEN'S CLOTHING and FURNISHINGS

(b) To take, lease, purchase or otherwise acquire; and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, cultivate and otherwise acquire, and to hold, sell, convey, exchange, hire, lease, pledge, mortgage and otherwise deal in and dispose of all kinds of personal property, chattels, chattels real, causes in action, notes, bonds, mortgages and securities.

(c) To guarantee or endorse promissory notes, bonds, or other evidences of indebtedness of any person, firm or corporation, and to pledge and encumber any and all corporate assets as security for the payment thereof, and to generally act as guarantor, endorser, or co-maker without, however, engaging in business as a surety company within the meaning of Florida Statute Chapter 607, known as the "Florida General Corporation Act." The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is: 100 shares of Common Stock at \$1.00 par value per share.

### ARTICLE IV

The capital of the corporation shall be at least equal to the aggregate amount of consideration received by the corporation for the issuance of the shares described in Article III hereof, plus such amounts as, from time to time, by resolution of the stockholders, may be transferred thereto.

### ARTICLE V

This corporation is to exist perpetually.

### ARTICLE VI

The initial registered office and mailing address of this corporation in the State of Florida is:

9452 Harding Avenue, Surfside, Florida 33154

and the Registered Agent of the Corporation at the registered address is: DOMENICO ZITO

The stockholders may from time to time move the principal office to any other address in Florida.

ARTICLE VII

Pursuant to the provisions of Chapter 607.0732(1)(a) (1995), Florida Statutes, this corporation shall have no directors. The business of the corporation shall be managed by its stockholders.

ARTICLE VIII

The names and post office addresses of the first President, Vice Presidents, if any, Secretary, Treasurer, who subject to the provisions of this Certificate of Incorporation, the By-Laws, and Florida Statute Chapter 607, known as the "Florida General Corporation Act," shall hold office for the first year of the corporation's existence, or until the successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
DOMENICO ZITO	President	1001 88th St., Surfside, FL 33154

ARTICLE IX

The names and post office addresses of each subscriber to this Certificate of Incorporation and the number of shares which he agrees to take, and the value of the consideration therefor, to be received by the corporation, are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE PAID</u>
DOMENICO ZITO	9452 Harding Ave. Surfside, FL 33154	100	\$100.00

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by majority of the stockholders entitled to vote thereon.

Domenico Zito

DOMENICO ZITO President

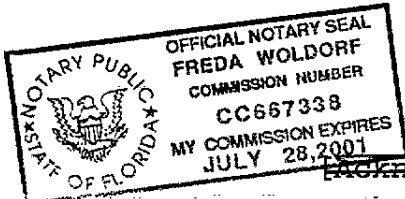
STATE OF FLORIDA  
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared DOMENICO ZITO, to me well known to be the person(s) described in and who executed the foregoing Certificate of Incorporation, and who is personally known to me or who produced the following identification: \_\_\_\_\_, and who acknowledged before me that he/she subscribed to said Certificate of Incorporation.

WITNESS my hand and official seal in the County and State above named this 11 day of August, 1998.

Freda Woldorf  
Notary Public, State of Florida  
Printed Name:

My Commission Expires:



~~Acknowledgments continued on next page.]~~

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

*Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.*

1. The name of the corporation is: MIMMO'S CUSTOM TAILORING AND ALTERATION, INC.

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

DOMENICO ZITO

(Name)

9452 Harding Avenue

(P.O. Box **NOT** acceptable)

Surfside, Florida 33154

(City/State/Zip)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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 Domenico Zito  
DOMENICO ZITO

DATE August 24 1998