

19700094706

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

OFFICE USE ONLY

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

1. LOVE & FASHION, INC. 800002683148
 (Corporation Name) (Document #)
 -11/09/98--01061--016
 *****78.75 *****78.75

2. _____
 (Corporation Name) (Document #)

3. _____
 (Corporation Name) (Document #)

4. _____
 (Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ 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

FILED
 RECEIVED
 98 NOV -9 PM 1:32
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 98 NOV -9 AM 11:04

Examiner's Initials

ARTICLES OF INCORPORAT
OF
LOVE & FASHION, INC.

FILED
98 NOV -9 PM 1:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation shall be LOVE & FASHION, INC.

ARTICLE II. TERMS OF EXISTENCE

This Corporation is to exist perpetually, commencing at the time of the filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III. NATURE OF THE BUSINESS

The general purpose and nature of the business and objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, and may engage in any activity or any or all lawful business permitted under the laws of the United States and of this State, viz:

2. To enter into, obtain from the City, County, State or Federal agencies as required under the laws of the State of Florida or laws of the United States or such other foreign states relating to such licenses, permits and contracts applicable thereto,

To buy, acquire, hold, use, employ, mortgage, convey, lease and dispose of patent rights, letters patent, processes, devices, inventions, trademarks, formulas, good will and other rights; to take, acquire, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and personal property or any interest or rights therein without limit as to the amount; to lend money on bonds secured by personal and real property, and to make advances from time to time on bonds secured by security agreements for future advances in real estate and personal property, but nothing herein set forth shall give or be construed to give said corporation any banking powers.

3. To purchase, acquire, hold and dispose of stocks, bonds, and other obligations, including judgments, interests, accounts or debts of any person, firm or corporation, domestic or foreign, owning or controlling any articles which are or might be or become useful in the business of this corporation, and to purchase, acquire, hold and dispose of stocks, bonds, security interest, and other obligations, including judgments, interests, notes, accounts or debts of any corporations, domestic or foreign engaging in a business similar to that of this corporation, or engaged in the manufacture, use or sale of property, or in the construction or operation of works necessary or useful in the business of this corporation, or in which or in connection with which the manufactured articles, product or property of this corporation may be used, or any corporation with which this corporation is or may be authorized to merge or consolidate according to law, and this corporation may issue in exchange therefor the stock, bonds or other obligations of this corporation.

4. To acquire and carry on all or any part of the business or property of the corporation engaged in a business similar to that authorized to be conducted by this corporation,

or with which this corporation is authorized under the laws of this State or any foreign state, and the provisions of this certificate is authorized to purchase and to undertake in conjunction therewith any liabilities of any persons, firms, associations, corporations, or companies described as aforesaid, possessing of property suitable for any of the purposes of this corporation as authorized to conduct, and as for the consideration for the same, to pay cash or to issue shares, bonds, stocks and other obligations of this corporation.

5. To act as a receiver, trustee, or custodian for any person, firm or corporation, foreign or domestic, as may be authorized or permitted under any state insolvency law or federal bankruptcy code.

6. To borrow or raise money for any purposes of this corporation, and to secure the same and interest, or for any other purpose, to mortgage all or any part of the property, corporeal or incorporeal rights or franchise of this corporation now, owned or hereafter acquired, and to create, issue, draw, and accept and negotiate bonds and mortgages, bills of exchange, surety bonds, promissory notes, security interests or other obligations or negotiable instruments.

7. To guarantee the payment of any dividends or interest on any shares, stocks, debenture, bonds or other securities issued by, or any other contract or obligation of, any corporation described as aforesaid, whenever proper or necessary for the business of the corporation, provided the required authority of the Board of Directors be first obtained for that purpose, and always subject to the limitations herein prescribed.

8. And further, to do and perform and cause to be done and performed each, and any and all, of the acts and things above enumerated, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers granted herein. The said corporation may

perform all or any part of its business outside the State of Florida and in foreign countries.

9. The enumeration herein of the powers, objects and purposes of the corporation shall not be deemed to be excluded by inference, and any powers, objects or purposes which the corporation is empowered to exercise shall be deemed included herein, whether expressly by force of the general corporate laws of the State of Florida, or impliedly by reasonable construction of said laws.

ARTICLE IV. CAPITAL STOCK

100 Shares at no par value.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial ^{principal} registered office and registered agent of this corporation is:
Rene Marcel Albers, 2934 S.W. 23rd St., Miami, FL 33134

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The name and address of the initial member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Alexander E. Schwerter	6768 Brookline Dr., Country Club of Miami FL 33015

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors, consisting of at least one director, but no more than 3 directors.

The original subscribers of the capital stock of the corporation shall have the right, upon its organization, to

assign and deliver any subscription of stock in Article IV hereof to any other person, firm or corporation who shall hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment, shall stand in lieu of the original subscriber and shall assume and carry out all of the rights, liabilities and duties entailed by said subscriptions subject to the laws of the State of Florida, upon the execution of the necessary instruments of assignment.

ARTICLE VIII. INCORPORATORS

The name and mailing address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Alexander E. Schwerter	6768 Brookline Dr., Country Club of Miami FL 33015

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 it to the shareholders, and approved at a shareholders meeting by a majority of the shares entitled to vote thereon.

The corporation may in its by-laws confer such powers upon its Board of Directors or officers in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both shareholders and directors shall have the power, if the by-laws so provide, to hold their respective meetings and to have one or more officers within or without the State of Florida and to keep the books of this corporation (subject to the provisions of the statutes), outside the State of Florida, at such places as may, from time to time, be designated by the Board of Directors.

ARTICLE X. SPECIAL PROVISIONS

(1) No holder of shares of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any shares of the corporation of any class whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase shares of the corporation of any class, unless authorized by the by-laws of the corporation.

(2) No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the shareholders of the corporation is or are interested in, or is or are a director or officer or are Directors or officers, of such other corporation, and any shareholder, officer or director, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any shareholder, officer, director or directors of the corporation is a party or are parties to or interested in such person or persons, firm or corporation; and each and every person who may become a shareholder, officer or director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any wise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation.

(3) The corporation shall indemnify any shareholder, officer or director, or any former shareholder, officer or director, to the full extent permitted by law.

-7-

Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 30th day of November, 1998

N.A.
NOTARY PUBLIC - State of Florida
at Large

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

I, Rene Marcel Albers, do agree as Registered Agent of LOVE & FASHION, INC. to accept service of process, to keep the office open during prescribed hours, to post my name (and the names of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as prescribed by law.

Rene Marcel Albers

RESIDENT AGENT

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 NOV -9 PM 1:32

FILED