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Florida Department of State

Division of Corporations

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Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

VOGUE INTERNATIONAL, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
VOGUE INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be: VOGUE INTERNATIONAL, INC.

ARTICLE II
DURATION

This corporation shall commence its existence upon the filing of these Articles.

ARTICLE III
PURPOSE

The Corporation may engage in or transact any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock, par value one cent (\$.01) per share.

Prepared by: Michael H. Lax
1570 Madruga Ave., Ste. 311
Coral Gables, FL 33146
Tel: (305) 662-1912
Florida Bar No. 182067

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ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 5101 N.W. 36th Ave., Miami, FL 33142.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1570 Madruga Ave., Suite 311, Coral Gables, FL 33146. The name of the initial registered agent is MICHAEL H. LAX, ESQUIRE.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name of the Directors are:

YERUDA BILU
6711 N. Woodridge Dr.
Parkland, FL 33067

SHMUEL BILU
7901 Salem Lane
Parkland, FL 33067

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SIMON LEBEDON
16711 Collins Ave., #2408
N. Miami, FL 33160

IRA SCHWARTZ
12120 S.W. 88th Ave.
Miami, FL 33176

STEVEN SCHWARTZ
5840 Moss Ranch Rd.
Miami, FL 33156

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is MICHAEL H. LAX. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

ARTICLE X
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI
AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these

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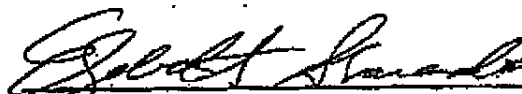
Articles of Incorporation this 23 day of December, 1998.


MICHAEL H. LAX
Sole Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE) SS:

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared MICHAEL H. LAX, personally known to me or has produced _____ as identification, to be the person who, as Sole Incorporator, executed the foregoing Articles of Incorporation of On Top Productions, Inc. and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State aforesaid, this 23 day of December, 1998.


Notary Public, State of Florida

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 23 DAY OF DECEMBER, 1998.

By: Michael H. Lax
MICHAEL H. LAX

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TALLAHASSEE, FLORIDA

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