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SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 MAR 11 PM 2:44

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FLORIDA PROFIT CORPORATION OR P.A.**BUTTONS FOR FASHION, INC.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
BUTTONS FOR FASHION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: Buttons for Fashion, Inc.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States and this State, including, but not limited to, sale of buttons and other millinery items.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 300.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purpose.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin

business is not less than \$500.00.

THIS INSTRUMENT WAS PREPARED BY:
PHILIP S. VOVA, ESQUIRE
GOLDBERG AND VOVA, P.A.
1101 BRICKELL AVENUE
RIV TOWER, SUITE #900
MIAMI, FLORIDA 33131
(305) 374-4200 / FBNO. 149608

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ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INITIAL STREET ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is: 4660 N.W. 69th Avenue, Miami, Florida 33166.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - DIRECTOR(S)

This corporation shall have 3 directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws but shall never have less than one (1) director.

The corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation at any time hereafter, and any person who serves at the request of this corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, provided that no person shall be indemnified against,

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or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or wilful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which a director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and

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effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTOR(S)

The name and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Aron Wuhl	4660 N.W. 69th Avenue Miami, Florida 33166
Kitty Wuhl	4660 N.W. 69th Avenue Miami, Florida 33166
Deborah Wuhl	4660 N.W. 69th Avenue Miami, Florida 33166

ARTICLE IX - SUBSCRIBER(S)

The name and post office address of each subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Philip S. Vova	1101 Brickell Avenue Suite 900 Miami, Florida 33131

ARTICLE X - AMENDMENT

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 a stockholders' meeting by a majority of the stockholders entitled to vote thereon.

ARTICLE XI - DATE OF COMMENCEMENT
OF CORPORATION EXISTENCE

The date of commencement of corporate existence of this

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corporation shall be _____ day of March, 1999.

ARTICLE XII - INTERNAL REVENUE ELECTION

It is the intention of this corporation to elect to take advantage of the provisions of the Internal Revenue Code Section 1244 with respect to the issuance of the stock of this corporation.

ARTICLE XIII - REGISTERED AGENT DESIGNATION

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First: That Buttons for Fashion, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as designated in these Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Philip S. Vova as its agent to accept service of process within the State at the corporation's initial registered office, located at 1101 Brickell Avenue, Suite 900, Miami, Florida 33131.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



PHILIP S. VOVA

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals, this 11 day of March, 1999.



PHILIP S. VOVA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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STATE OF FLORIDA)

COUNTY OF DADE)

) ss.

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared Philip S. Vova, to me known to be the persons described as subscriber(s) herein and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to these Articles of Incorporation.

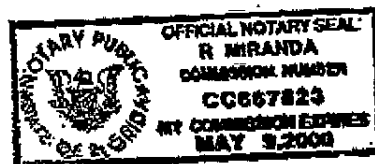
WITNESS my hand and official seal, in the County and State named above, this 11th day of March, 1999.



Notary Public - State of Florida

My commission expires:

THIS INSTRUMENT WAS PREPARED BY:
 PHILIP S. VOVA, ESQUIRE
 GOLDBERG AND VOVA, P.A.
 1101 BRICKELL AVENUE
 BIV TOWER, SUITE #900
 MIAMI, FLORIDA 33131
 (305) 374-4200



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