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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF

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DELORIE COLLECTION, INC.

WE, the undersigned, jointly and severally agree with each other to associate ourselves and our successors together as a corporation for profit under the laws of the State of Florida, and do hereby subscribe, acknowledge, and file in the Office of the Secretary of State of the State of Florida, the following Articles of Incorporation, to wit:

ARTICLE I

The corporate name shall be **DELORIE COLLECTION, INC.**

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

1. The corporation herein adopts the following definitions for the following terms applied herein:
 - a. "retractable": shareholder may request the corporation to retract, i.e. withdraw, his/her shares upon giving a sixty (60) day notice if the following conditions are met:
 - i) the company has achieved a profit for two consecutive years;
 - ii) in the opinion of corporate counsel, the retraction will not seriously affect the working capital position of the corporation and is allowed by law;
 - iii) in the event that the retraction of shares exceeds the amount available for this purpose in the opinion of the majority of the Board of Directors, then the retraction shall be made proportionately among the shareholders for shares tendered for this purpose;
 - iv) no retraction shall be authorized prior to December 31, 1999;
 - b. "redeemable": the Board of Directors may, from time to time, redeem outstanding Class "B" shares upon giving a sixty (60) day notice to the affected shareholders. In the event that the redemption take place for less than the total outstanding shares of the subject class, then such redemption shall be applied proportionately. No redemption shall be authorized prior to December 31, 1999.

THIS INSTRUMENT PREPARED BY:

LARRY J. BEHAR, P.A.
888 Southeast Third Avenue
Suite # 400
Fort Lauderdale, Florida 33316
TEL: (954) 524-8888
FAX: (954) 524-0088

FLORIDA BAR # 281743

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2. The number of shares of authorized capital stock in this corporation shall be as follows:
 - a. Seven thousand five hundred (7,500) shares of Class "A" common stock with no nominal or par value;
 - b. Seven thousand five hundred (7,500) shares of Class "B" cumulative non voting common stock with no nominal or par value;
 - c. Twenty thousand (20,000) shares of Class "C" preferred stock with a nominal or par value of \$10.00 each.
3. The capital stock may be paid for in property, labor, service or cash, at a just valuation to be fixed by the stockholders. All of such stock shall be fully paid and non-assessable.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be not less than one thousand dollars.

ARTICLE V

The term for which this corporation shall exist shall be perpetual.

ARTICLE VI

The principal office of the corporation shall be 2140 N.W. 18th Street, Pompano Beach, Florida, or at such locations as the corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall from time to time render necessary and/or desirable. The stockholders may from time to time move the principal office to any other address or place in Florida.

ARTICLE VII

The name and street address, and the number of shares subscribed to by the initial subscriber and director hereto, who is to conduct the business of the corporation until those elected at the organizational meeting, is:

NAME:

ADDRESS:

NUMBER OF SHARES:

PAUL DESLAURIERS 2140 N.W. 18th Street,
Pompano Beach, Florida

CLASS "A": 7,500

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ARTICLE VIII

The initial registered office shall be at 888 Southeast Third Avenue, Suite # 400, Fort Lauderdale, Florida 33316. The initial registered agent at the same address shall be LARRY J. BEHAR, P.A.

ARTICLE IX

1. When the stockholders so determine, any increase of the common stock shall be first offered prorata to the common stockholders who may desire to subscribe for such stock in relation to their then present holdings.
2. Any meeting of the stockholders may be held within or without the State of Florida.
3. Officers of the corporation need not be stockholders.

IN WITNESS WHEREOF, the subscribing stockholder has hereunto set his hand and seal, and caused these Articles of Incorporation to be executed this 15th day of March, 1999, at Fort Lauderdale, Florida.


PAUL DESLAURIERS

REGISTERED AGENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT A PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT SAID DESIGNATION AS REGISTERED AGENT AND AGREE TO COMPLY WITH THE PROVISIONS OF LAW RELATIVE TO KEEPING SAID OFFICE OPEN.

LARRY J. BEHAR, P.A.

By: 
Larry J. Behar, Registered Agent

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