

OFFICE USE ONLY (Document #)

19900239382

LAZERUS 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

400002858464--3

-04/30/99--01088--010

*****78.75 *****78.75

OFFICE USE ONLY

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

1. MARLENE'S COLLECTION, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

99 APR 30 PM 12:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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

4/30

RECEIVED
99 APR 30 PM 12:05
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION
OF
Marlene's Collection, INC.

FILED
99 APR 30 PM 12:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I.- NAME

The name under which this corporation will conduct its business and be known and recognized is:

Marlene's Collection, INC.

ARTICLE II.- NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be: Selling fashion jewelry and all activities permitted under the Laws of the State of Florida and the United States of America.

ARTICLE III.- CAPITAL STOCK

The maximum number and class of shares of stock that this corporation is authorized to have outstanding at any one time are:

FIVE HUNDRED (500) SHARES OF COMMON STOCK AT \$1.00 par.

Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible, or by labor or services actually performed for the corporation. Neither promissory notes nor future

services shall constitute payment or part payment for the issuance of shares.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment. Each share representing one vote. There will be no pre-emptive rights on the part of the shareholders to

acquire unissued or treasury shares or convertible securities.

ARTICLE IV.- TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect takes place.

ARTICLE V.- ADDRESS

The initial place of business address of this corporation in the State of Florida is:

8133 N.W. 192 TERRACE
MIAMI, FLORIDA 33015

Its registered agent: MARLENE CASANOVA

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

ARTICLE VI.- SHAREHOLDERS

Shareholders meetings will take place once a year within or without the geographical boundaries or the State of Florida.

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a quorum, but in no event shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the Board of Directors.

ARTICLE VII.- DIRECTORS

This corporation shall have one (1) director 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 be less than one (1).

-2-

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, 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 to by reason of his having heretofore or hereafter been 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 claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expense 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 willful 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 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 effected 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 any 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 the fact that he or such firm so interested shall be disclosed or shall

-3-

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, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII.- INITIAL DIRECTORS

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

NAME	ADDRESS
MARLENE CASANOVA	8133 N.W.192 TERRACE MIAMI, FLORIDA 33015

ARTICLE IX.- SUBSCRIBERS

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

NAME	ADDRESS
MARLENE CASANOVA	8133 N.W. 192 TERRACE MIAMI, FLORIDA 33015

ARTICLE X.- AMENDMENT

These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles

contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of a majority of the shares entitled to vote thereon. Restated articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 19TH day of APRIL, 1999.

MARLENE CASANOVA

Marlene Casanova

NOTARY PUBLIC - STATE OF FLORIDA
DAISY MEJIA
COMMISSION # CC798294
EXPIRES 2/19/2003
BONDED THRU ASA 1-888-NOTARY1

STATE OF FLORIDA

SS,

COUNTY OF DADE

4-24-99
Daisy Mejia

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

MARLENE CASANOVA

to me known to be the person described as the incorporator and who executed the foregoing Articles of Incorporation of MARLENE'S COLLECTION, INC. and acknowledged and sworn before me that he subscribes to these Articles of Incorporation.

IN WITNESS THEREOF I set my hand and official seal in the County and State named above this 19th day of APRIL, 1999.

My commission expires:

-5-

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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: MARLENE'S COLLECTION, INC.
2. The name and address of the registered agent and office is:

MARLENE CASANOVA

8133 N.W. 192 TERRACE
MIAMI, FLORIDA 33015

Registered office: 8133 N.W. 192 TERRACE
MIAMI, FLORIDA 33015

Daisy Mejia
NOTARY PUBLIC - STATE OF FLORIDA
DAISY MEJIA
COMMISSION # CC798294
EXPIRES 2/19/2003
BONDED THRU ASA 1-888-NOTARY1

SIGNATURE

Marlene Casanova
(Corporate Officer)

TITLE

President

DATE

4/26/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE *Marlene Casanova*
(Registered Agent)

DATE *4/26/99*

NOTARY PUBLIC - STATE OF FLORIDA
DAISY MEJIA
COMMISSION # CC798284
EXPIRES 2/19/2003
BONDED THRU AGA 1-888-NOTARY1

Daisy Mejia

FILED
99 APR 30 PM 12:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA