

P99000041229

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

100002861201--7  
05/03/99--01145--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT: ORIANA'S GROUP, INC.,**  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

     \$70.00

Filing Fee

☒ \$78.75

Filing Fee  
& Certificate

     \$122.50

Filing Fee  
& Certified Copy

     \$131.25

Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

Sharon -            GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT address  
DATE 5/10/99  
DOC. EXPI.           

**FROM:**

**Sharon J. Walker, Esquire**

Name (printed or typed)

**901 South State Road 7, Suite 280**

(Address)

**Hollywood, Florida 33023**

(City, State & Zip)

**(954) 964-3020**

(Daytime Telephone number)

FILED  
99 MAY -3 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NOTE: Please provide the original and one copy of the articles.**

5/16/99  
mm

**ARTICLES OF INCORPORATION**  
**OF**  
**ORIANA'S GROUP, INCORPORATED**

The undersigned incorporator, for the purpose of forming corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of the Corporation shall be:

**ORIANA'S GROUP, INCORPORATED**

The address of the principal office of this corporation shall be 1650 N.E. 135th Street, Suite 210, North Miami, Florida 33156, and the mailing address of the corporation shall be the same.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 1650 N.E. 135th Street, Suite 210, North Miami, Florida 33156.

**ARTICLE III. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV. CAPITAL STOCK**

The Maximum number and class of shares of stock that this corporation is authorized to have outstanding at any one time are: one thousand (12,000) shares of common stock having no par value per share.

**ARTICLE V. REGISTERED AGENT AND STREET ADDRESS**

The street address of the initial registered office of the corporation shall be 1650 N.E. 135th Street, Suite 210, North Miami, Florida 33156 and the name of the initial registered agent of the corporation at that address is MARLENE ORIANA ARRIAZA.

**ARTICLE VI. TERM OF EXISTENCE**

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

**ARTICLE VII. SPECIAL PROVISION**

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

**ARTICLE VIII. DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles Of Incorporation.

This corporation shall have Two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

|                        |   |
|------------------------|---|
| MARLENE ORIANA ARRIAZA | 1650 N.E. 135TH STREET<br>SUITE 210<br>NORTH MIAMI, FLORIDA 33156 |
|------------------------|---|

|                 |   |
|-----------------|---|
| ROSA G. ALMEIDA | 14765 S.W. 174TH STREET<br>MIAMI, FLORIDA 33187 |
|-----------------|---|

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 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 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 will full 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 pecuniary or otherwise interest 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 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 thereafter 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 IX. OFFICERS

The name and address of the initial officers of the Corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

|                               |   |
|-------------------------------|---|
| PRESIDENT: MARLENE O. ARRIAZA | 1650 NE 135TH STREET<br>SUITE 210<br>NORTH MIAMI, FLORIDA 33156 |
| SECRETARY: ROSA G. ALMEIDA    | 14765 SW 174TH STREET<br>MIAMI, FLORIDA 33187                   |
| TREASURER: MARLENE O. ARRIAZA | 1650 NE 135TH STREET<br>SUITE 210<br>NORTH MIAMI, FLORIDA 33156 |

#### ARTICLE X. SHAREHOLDERS

Shareholders meeting will take place once a year with or within or without the geographical boundaries of 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 XI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Sharon J. Walker, ESQ.,

901 South State Road 7  
Suite 280  
Hollywood, Florida 33023

**ARTICLE XII. - 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 undersigned, has hereunto set her hand and seal this 8th day of April, 1999.

4/11/99  
DATE

  
SHARON J. WALKER, ESQUIRE  
INCORPORATOR

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

MARLENE ORIANA ARRIAZA, having a business office. identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the Obligations and appointment of the position of Registered Agent and agrees to act in this capacity, under Section 607.0505, Florida Statutes.

  
MARLENE ORIANA ARRIAZA  
REGISTERED AGENT

FILED  
99 MAY -3 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA