

10000053874

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LAZARUS 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

100002890801--9

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

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

1. H & M INTERNATIONAL CORPORATION  
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

99 JUN 14 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

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 checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

1099-12670

99 JUN -1 AM 11:11  
RECEIVED  
DIVISION OF CORPORATE AFFAIRS  
TALLAHASSEE FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 1, 1999

LAZARUS

MIAMI, FL

SUBJECT: H & M INTERNATIONAL CORPORATION  
Ref. Number: W99000012670

We have received your document for H & M INTERNATIONAL CORPORATION. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 199A00029757

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

H & M INTERNATIONAL GROUP CORP.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is:

H & M INTERNATIONAL GROUP CORP.

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TALLAHASSEE FLORIDA

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ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the Laws of the State of Florida and of the United States of America; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, or cemetery company, a building and loan association, mutual life insurance association, cooperative association, fraternal benefits society, state fair or exposition.

ARTICLE III - CAPITAL STOCK

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000.00) shares of Common stock, all of which are to be of \$1.00 par value each.

The consideration for the issuance of the aforementioned shares or for the disposal of treasury shares may be

paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the Corporation. Shares may not be issued until the full amount of the consideration for which shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable and exempt from assessment.

#### ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

#### ARTICLE V - ADDRESS

The initial address of this Corporation in the State of Florida is 11282 S.W. 156th Place, Miami, Florida 33196, and the name of the initial registered agent of this corporation at that address is HENRIQUE R. ROJAS.

#### ARTICLE VI - DIRECTORS

This Corporation shall have one (2) Directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-Laws adopted by the Stockholders.

#### ARTICLE VII - INITIAL DIRECTORS

The name and street address of the Members of the First Board of Directors who shall hold office until their successors are elected and qualified, are as follows:

HENRIQUE R. ROJAS	11282 S.W. 156th Place Miami, Florida 33196
MARISOL D. ROJAS	11282 S.W. 156th Place Miami, Florida 33196

ARTICLE VIII - INDEMNIFICATION

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 any action 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 for 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 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 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 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 tran-

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

#### ARTICLE IX - SUBSCRIBERS

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

HENRIQUE R. ROJAS                      11282 S.W. 156th Place  
Miami, Florida 33196

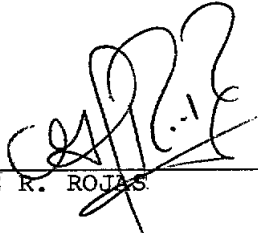
#### ARTICLE X - AMENDMENT

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 the Stockholder's meeting by a majority of stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

#### ARTICLE XI - PRE-EMPTIVE RIGHT

Every Stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price of which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber have  
executed these Articles of Incorporation, this 7<sup>th</sup> day  
of May, 1999.

  
HENRIQUE R. ROJAS

STATE OF FLORIDA            )  
                                      :   SS  
COUNTY OF MIAMI-DADE    )

The foregoing instrument was acknowledged before me  
this 7<sup>th</sup> day of May, 1999, by HENRIQUE R.  
ROJAS, who personally appeared before me at the time of  
notarization, and who is personally known to me or who has  
produced \_\_\_\_\_ as iden-  
tification.



FRANK J. MENDEZ  
My Commission CC524408  
Expires Jan. 11, 2000

  
NOTARY PUBLIC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
PERSON UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 607.034 Florida Statutes, the  
following is submitted in compliance with said Act:

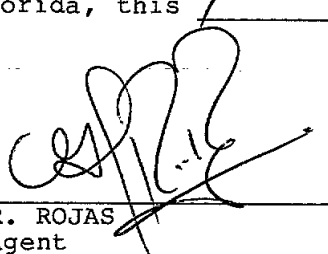
H & M INTERNATIONAL GROUP CORP.

desiring to organize under the laws of the State of Florida,  
has named HENRIQUE R. ROJAS, 11282 S.W. 156th Place, Miami,  
Florida 33196, accepts service of process within the State.

ACKNOWLEDGEMENTS:

Having been named as Registered Agent and to accept  
service of process for the above stated corporation at the  
place designated in this certificate, I hereby accept the  
appointment as Registered Agent and agree to act in this  
capacity. I further agree to comply with the provisions of  
all statutes relating to the proper and complete performance  
of my duties, and I am familiar with and accept the obliga-  
tions of my position as Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and  
official seal at Miami-Dade County, Florida, this 7<sup>th</sup>  
day of May, 1999.

BY:   
HENRIQUE R. ROJAS  
Resident Agent

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA