

OFFICE USE ONLY (Document)

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

600002937506--4  
-07/21/99--01044--022  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

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

1. UNITED EMBROIDERY, INC.  
(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

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

FILED  
99 JUL 21 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
99 JUL 21 AM 11:14  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Examiner's Initials

**ARTICLES OF INCORPORATION**

**OF**

**UNITED EMBROIDERY, INC.**

**FILED**  
99 JUL 21 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I - NAME**

The name of this corporation is **UNITED EMBROIDERY, INC.**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100 of common stock at \$ 10.00.

**ARTICLE V - RIGHTS UPON LIQUIDATION OR DISSOLUTION**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT  
AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is:  
1041-A East 32th Street, Hialeah, Fl. 33013.

The name of the initial registered agent of this corporation at that address is  
Benjamin Daniel Hilale

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be increased or diminished from time to time as provided for by the By Laws. The names and addresses of the initial directors of this corporation are:

<u>Benjamin Daniel Hilale</u>	<u>1041-A East 32th Street</u> <u>Hialeah, Fl. 33013</u>
<u>Ruben Dario Hilale</u>	<u>2955 N.E. 190<sup>th</sup> Street # 103</u> <u>Aventura, Fl. 33180</u>

ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these Articles are:

<u>Benjamin Daniel Hilale</u>	<u>1041-A East 32th Street</u> <u>Hialeah, Fl. 33013</u>
-------------------------------	---

ARTICLE X - BY LAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and shareholders.

#### ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

<u>Benjamin Daniel Hilale</u>	<u>51 %</u> SHARES
-------------------------------	--------------------

<u>Ruben Dario Hilale</u>	<u>49 %</u> SHARES
---------------------------	--------------------

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### ARTICLE XII - CUMULATIVE VOTING

At each election for directors each shareholders entitled to vote at such election shall have the right to cumulate his vote by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such number of such candidates.

#### ARTICLE XIII - CALLING OF SPECIAL MEETINGS

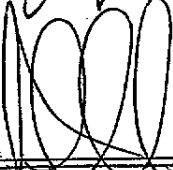
Special meetings of the shareholders may be called by the Board of Directors.

#### ARTICLE XIV - SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present, the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

REOF, the undersigned subscribers 1  
\_ day of July, 1999.

  
Benjamin Daniel Hilale

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Benjamin Daniel Hilale to me known to be the person described in and who executed the same for the purposes therein they expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 6 day of July, 1999.

Margale L. Puy  
NOTARY PUBLIC, State of Florida at large

OFFICIAL NOTARY SEAL  
MAGALI L. PUIG  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC776876  
MY COMMISSION EXP. OCT. 16, 2002

**STATE OF FLORIDA  
DEPARTMENT OF STATE**

Certificate Designating Place of Business or Domicile for the  
Services of Process Within This State, Naming Agent  
Upon Whom Process May Be Served and Names  
and Addresses of the Officers  
and Directors

**UNITED EMBROIDERY, INC.**

The following is submitted, in compliance with Chapter 48.091, Florida Status: **UNITED EMBROIDERY, INC.** a corporation organized or organizing under the laws of the State of Florida with its principal office at 1041-A East 32th Street, Hialeah, Fl. 33013 in the city of Miami, county of Miami Dade, State of Florida has named Benjamin Daniel Hilale located at 1041-A East 32th Street, Hialeah, Fl. 33013, County of Miami Dade, State of Florida as its agent to accept service of process within this State.

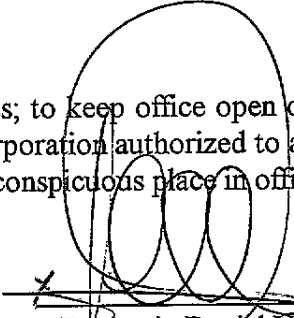
<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
<u>Benjamin Daniel Hilale</u>	<u>Pres-Sec</u>	<u>1041-A East 32th Street</u> <u>Hialeah, Fl. 33013</u>
<u>Ruben Dario Hilale</u>	<u>Treasure</u>	<u>2955 N.E. 190<sup>th</sup> Street # 103</u> <u>Aventura, Fl. 33180</u>

**DIRECTORS:**

<u>NAME</u>	<u>SPECIFIC ADDRESS</u>
<u>Benjamin Daniel Hilale</u>	<u>1041-A East 32th Street</u> <u>Hialeah, Fl. 33013</u>
<u>Ruben Dario Hilale</u>	<u>2955 N.E. 190<sup>th</sup> Street # 103</u> <u>Aventura, Fl. 33180</u>

**ACCEPTANCE:**

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept, service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

  
Benjamin Daniel Hilale

99 JUL 21 PM 12:47  
FILED  
TALLAHASSEE  
FLORIDA  
SECRETARY OF STATE