

099000086957

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

La Belle Donne, Inc.

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-09/30/99--01011--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

✓ Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

✓ Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED

RECEIVED

99 SEP 30 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

99 SEP 30 AM 9:44  
DEPT. OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

9/30/99

**ARTICLES OF INCORPORATION  
OF  
LA BELLA DONNA, INC.**

**FILED**  
99 SEP 30 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, make subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles Of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be LA BELLA DONNA, INC. and the corporate mailing address and principal place of business shall be 362 Scotland Street, Dunedin, Florida 34698.

**ARTICLE II - NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida, including but not limited to the sale of women's clothing and accessories as a lady's boutique.

**ARTICLE III - CAPITAL STOCK**

The amount of capital stock authorized shall consist of two hundred (200) shares of common voting stock having a par value of \$ 1.00 per share payable in lawful money of the United States of America or in other property, tangible or intangible, but not in labor services or stock, at a just valuation to be fixed by the Board of Directors, or issued as partly paid when so ordered by the Board of Directors. The capital stock of the corporation may at any time be increased or decreased as provided by the laws of Florida.

#### **ARTICLE IV - PREEMPTIVE RIGHTS**

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

#### **ARTICLE V - TERM OF EXISTENCE**

This corporation shall have perpetual existence unless sooner dissolved according to law, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

#### **ARTICLE VI - REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Thomas E. Todd, Esquire  
Attorney At Law  
7617 Little Road  
New Port Richey, Florida 34654-5525

#### **ARTICLE VII - BOARD OF DIRECTORS**

This Corporation shall have two (2) director's initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

#### **ARTICLE VIII - INITIAL DIRECTORS**

The names of the initial directors of this Corporation and their street addresses are:

Lisa Marie Palmiero	1325 BayHarbor Boulevard, B 3-104 Palm Harbor, Florida 34685
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Michael J. Kelly

2547 Countryside Boulevard, Suite 5  
Clearwater, Florida 33761

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor or successors are elected or appointed and have qualified, whichever occurs first.

#### **ARTICLE IX - ACTION WITHOUT MEETING**

The Action taken by the Board of Directors of this Corporation without a meeting shall nevertheless be Board action if written consent to the action in question is signed by all of the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

#### **ARTICLE X - INCORPORATOR**

The name and address of the person signing these Articles is Lisa Marie Palmiero, 1325 BayHarbor Boulevard, B 3-104, Palm Harbor, Florida 34685.

#### **ARTICLE XI - SUBSCRIBERS**

The name and address of each subscriber and the number of shares of stock which each agrees to take are:

NAME	ADDRESS	NUMBER OF SHARES
Lisa Marie Palmiero	1325 BayHarbor Boulevard B 3-104 Palm Harbor, Florida 34685	<u>100</u>
Michael J. Kelly	2547 Countryside Boulevard Suite 5 Clearwater, Florida 33761	<u>100</u>

## **ARTICLE XII - OFFICERS**

The following named persons shall act as officers of this Corporation, until their successors have been chosen and duly qualified:

President	-	Lisa Marie Palmiero
Vice President	-	Michael J. Kelly
Treasurer	-	Lisa Marie Palmiero
Secretary	-	Lisa Marie Palmiero

## **ARTICLE XIII - OFFICERS AS DIRECTORS**

All officers of this Corporation may be directors.

## **ARTICLE XIV - POWERS OF DIRECTORS**

The Directors shall have the power to hold their meetings and to hold one or more offices and keep the books of the corporation, except the original or duplicate stock ledger, outside the State of Florida, at such place or places as from time to time may be designated by the By-Laws or resolutions of the Board of Directors. Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone as provided by law.

## **ARTICLE XV - ASSIGNMENT OF STOCK**

The original incorporator of this corporation shall have the right, after the organization of same, to assign to a person who may hereafter become a subscriber to the capital assignment, and who shall stand in lieu of the original incorporator and assume and carry out all of the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida.

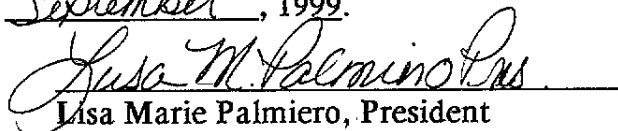
**ARTICLE XVI - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XVII - AMENDMENT**

This corporation reserves the right to amend, alter, modify 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles Of Incorporation this 23 day of September, 1999.

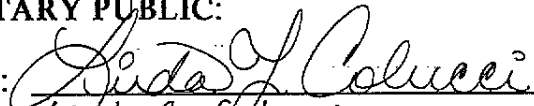
  
Lisa Marie Palmiero, President

STATE OF FLORIDA

COUNTY OF Pasco

THE FOREGOING INSTRUMENT was acknowledged before me this 23rd day of September, 1999, by LISA MARIE PALMIERO, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a valid Florida Driver's License, Number: P456-533-66-676-1, Exp. 5-16-03, and who did not take an oath.

NOTARY PUBLIC:

Sign:   
Print: Linda J. Colucci

State of Florida at Large  
Commission No.:

(Seal)

My Commission Expires:



Linda J. Colucci  
MY COMMISSION # CC585368 EXPIRES  
December 6, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT UPON  
WHOM PROCESS MAY BE SERVED AND THE PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THE STATE OF FLORIDA**


In compliance with Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted in compliance with said sections:

**LISA MARIE PALMIERO**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of Dunedin, County of Pinellas, State of Florida, has named, **THOMAS E. TODD, ESQUIRE**, as its registered agent to accept service of process within the state, who is located at 7617 Little Road, New Port Richey, Florida 34654-5525.

**ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED AGENT**

**STATE OF FLORIDA  
COUNTY OF PASCO**

**BEFORE ME**, a notary public, authorized to take acknowledgements in the State and County set forth above, personally appeared at the time of notarization, **THOMAS E. TODD, ESQUIRE**, who is personally known to me and known to me to be the person who is nominated to act as the resident agent, acknowledged before me that he agrees to undertake said duty and he agrees to comply with the provisions of said sections relative to the proper performance of his duties.

  
**THOMAS E. TODD, ESQUIRE**  
Registered Agent

IN WITNESS WHEREOF, I have set my hand and seal in the State and County  
aforesaid this 29th day of September, 1999.

**NOTARY PUBLIC:**

Sign: 

Print: Linda J. Colucci

State of Florida at Large

Commission No.

(Seal)

My commission expires:



Linda J. Colucci  
MY COMMISSION # CC585368 EXPIRES  
December 6, 2000  
BONDED THRU TROY PAIR INSURANCE, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 SEP 30 PM 12:50

**FILED**