

Charter Number Only

VALIDATION ONLY

10/04/99  
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Requestor's Name  
Ramani, G.T.  
Address  
701 Brickell Ave #2000  
Miami FL 33131  
City State ZIP Phone

305) 381-8811A

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-10/04/99-01045-009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

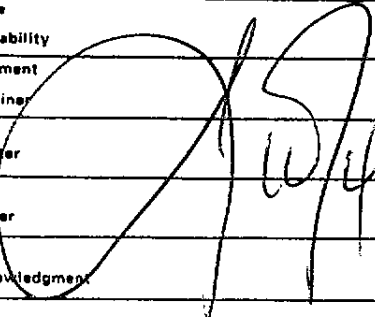
CORPORATION(S) NAME

MSM Designimport, inc

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment          | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution        | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report      | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation        | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies       | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem    | <input type="checkbox"/> After 4:30                 |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Will Wait          | <input type="checkbox"/> Mail Out                   |
| <input checked="" type="checkbox"/> Walk In        | <input checked="" type="checkbox"/> Pick Up |   |

FILED RECEIVED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
MSM DESIGN IMPORT, INC.**

**FILED**  
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TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation is: MSM DESIGN IMPORT, INC.

**ARTICLE II  
NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the law of the United States or of this State.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is One Hundred (100) Shares of common stock having a nominal or par value of (\$1.00) per share.

**ARTICLE IV  
INITIAL STOCK**

The amount of capital with which this corporation will begin business in One Hundred Dollars (\$100.00).

**ARTICLE V  
BEGINNING OF CORPORATION EXISTENCE**

The date of corporate existence shall be the time of filing of these Articles of Incorporation with the Secretary of State.

**ARTICLE VI  
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VII  
ADDRESS**

The initial post office address of the principal office is: 4794 Southwest 72nd Avenue, Miami, Florida 33155.

**ARTICLE VIII  
DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time By-Laws adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which said person shall become subject by reason of his being a director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

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 therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though no specifically provided for herein. No contract or other transaction between this corporation shall in any way be affected 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 firm or corporation, provided that the fact that he is 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 so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or the corporation which shall authorize any such contract or transaction, and may vote there to authorize any such transaction, with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

#### **ARTICLE IX INITIAL DIRECTORS**

Mr. Michel Sabbah  
7939 East Drive, Apt. 1  
North Bay Village, Florida 33141

Mr. Serge Paul Henri  
7 Rue Des Serpolets  
Grabels 34790 France

Mr. Marc Georges Fernandez  
7 Chemin De La Madonette  
Nice 06000 France

#### **ARTICLE X THE INITIAL OFFICERS OF THE CORPORATION ARE AS FOLLOWS:**

Mr. Michel Sabbah - President  
7939 East Drive, Apt. 1  
North Bay Village, Florida 33141

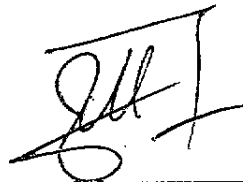
Mr. Serge Paul Henri - Vice President  
7 Rue Des Serpolets  
Grabels 34790 France

Mr. Marc Georges Fernandez - Secretary  
7 Chemin De La Madonette  
Nice 06000 France

**ARTICLE XI  
INITIAL SUBSCRIBER**

The name and post office address of the subscriber to these Articles of Incorporation is Michel Sabbah, 4794 Southwest 72nd Avenue, Miami, Florida 33155.

WITNESS the hand and seal of said subscriber this 30<sup>th</sup> day of September, 1999.



Michel Sabbah

STATE OF FLORIDA )

ss:

COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared, Michel Sabbah, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me, according to the law that they made and subscribed the same for the uses and purpose therein mentioned and set forth.

IN WITNESS WHEREFORE, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 30<sup>th</sup> day of September, 1999.



Notary Public

My Commission Expires:

**ARTICLE XII**  
**Registered Office and Registered Agent**

The Registered Agent and Registered Office of the Corporation shall be: Michel Sabbah, 4794 Southwest 72nd Avenue, Miami, Florida 33155.

IN WITNESS WHEREOF, I the undersigned, being the original Registered Agent to accept service of process for the corporation hereinabove named, do hereby accept the appointment as Registered Agent for said corporation, agree to comply with the provision of said Act relative to keeping open and said office and hereunto set hand and/or seal this 30<sup>th</sup> day of September, 1999.

  
\_\_\_\_\_  
Michel Sabbah

**CERTIFICATE OF DESIGNATION**

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act: First that MSM DESIGN IMPORT, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida has named Michel Sabbah, as its agent to accept service of process with this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keep open said office.

  
\_\_\_\_\_  
Michel Sabbah

**FILED**  
99 OCT -4 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA