

TRANSMITTAL LETTER
FILED
99 NOV 12 AM 11:47

P9900010272

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4000073042124
11/12/99 01024-017
*****78.75 *****78.75

SUBJECT: MANUEL'S FURNITURE DESIGN, 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 of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: WILFREDO MOREIRA
Name (Printed or typed)

1361 WEST 42 STREET
Address

HIALEAH, FLORIDA 33012
City, State & Zip

305-557-7106
Daytime Telephone number

PLH 11/16/99

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

CERTIFICATE OF INCORPORATION

OF

FILED

MANUEL'S FURNITURE DESIGN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, The undersigned, in order to form a Corporation for profit for the purpose hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this certificate of Incorporation, and do adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION

ARTICLE I.

The name of the Corporation shall be: MANUEL'S FURNITURE DESIGN, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on by this Corporation shall be:

- (a) To engage in all business and activities permitted under the Laws of the State of Florida / or in any other State in The United States of America.-

b) To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, country, state, territory or government.

(c) To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of, and deal in lands and leaseholds, and any franchises, rights in real property, and personal or mixed property, and any rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.

(d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(e) To purchase, hold, sell and transfer the shares of its own capital stock; provide it shall not use its funds or property for the purchase of its own shares of capital stock except from the surplus of its assets over its liabilities including capital; and

provided further that shares of its own capital stocks belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum or vote.

(f) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to the protection and benefit of this Corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this Corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE III

The maximum number of shares of stock which this corporation shall have outstanding at any time shall be SIX HUNDRED (600). shares all of which shall be of \$ 2.00 par value and each of which shares shall be issued fully paid an non-assessable, and shall be payable in lawful money of the United States of America or in services or property at just valuation, to be fixed by the Directors of this Corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE IV

The initial registered office of the corporation is: 2835 WEST 6TH AVE
HIALEAH, FLORIDA 33010 and the initial registered
agent at such address is MANUEL PEREZ.-

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The initial Post Office Address of the Principal office of this
corporation in the State of Florida is 2835 WEST 6TH AVE HIALEAH, FLO-
RIDA 33010

The board of Directors may from time to time move the principal
office to any other address in the State of Florida.

ARTICLE VII

This corporation shall have ONE director, initially. The
number of directors may be increased or diminished from time to
time, by laws adopted by the stockholders, but shall never be
less than two.

ARTICLE VIII

The names and post office addresses of the first Board of Directors and officers of this Corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

<u>MANUEL PEREZ</u>	<u>PRESIDENT, TREASURER, SECRETARY AND DIRECTOR</u>	2835 WEST 6TH AVE HIALEAH, FL 33010
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ARTICLE IX

The names and post office addresses of the subscribers to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, is as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>SHARES:</u>	<u>VALUE:</u>
<u>MANUEL PEREZ</u>	<u>-218 S W 48TH AVE MIAMI, FL 33134</u>	<u>600</u>	<u>\$ 2.00 PAR SHARE</u>

ARTICLE X

The management and control of the business of this Corporation shall be conducted under the directions of the Board of Directors by the officers who shall be elected by the Board of Directors, to-wit: a President, one or more Vice-President, a Treasurer and a Secretary; one or more of said officers may hold one or more offices, except that the President may not also be the Secretary or Assistant Secretary. No person holding two offices shall act in or execute any instrument in the capacity of more than one office.

ARTICLE XI

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 a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XII

In furtherance, and not in limitation of the powers conferred by statutes the Board of Directors is expressly authorized:

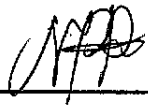
(a) To adopt and amend the by-laws of this Corporation, provided

the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation.

(c) To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.

(d) When and as authorized by the affirmative vote of stockholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of this property and assets, including its good will and its corporate franchises, or any property of assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interest of the Corporation. IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this 22TH day of OCTOBER, 1999.



(SEAL)

(SEAL)

(SEAL)

(SEAL)

(SEAL)

STATE OF FLORIDA)
 SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared: MR, MANUEL PEREZ

to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledges before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at City of Hialeah, Dade County, Florida, this 22TH day of OCTOBER, 19 99.-.-

Wilfredo Moreira

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:

OFFICIAL NOTARY SEAL
WILFREDO MOREIRA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC828894
MY COMMISSION EXP. MAY 13, 2003

