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Secretary of State  
Division of Corporations  
P O Box 6327  
Tallahassee, Florida 32314

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-09/17/99--01042--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: The Circles

Dear Sir or Madam:

Enclosed please find Articles of Incorporation, with photocopies of same attached thereto, for the above-referenced corporation. Also, enclosed is our check in the amount of \$70.00 representing your filing fee.

Kindly file said articles and return the certified copy to the attention to the undersigned at the address indicated.

Thank you for your attention to this matter.

Blanca Galvez  
The Circles  
P.O.Box 558788  
Miami, Fl. 33255

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 23, 1999

BLANCA GALVEZ  
P. O. BOX 558788  
MIAMI, FL 33255

SUBJECT: THE CIRCLES  
Ref. Number: W99000022022

We have received your document for THE CIRCLES and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6995.

Wanda Cunningham  
Document Specialist

Letter Number: 199A00046680

ARTICLES OF INCORPORATION  
OF

Shamanic Circles, Inc.

P.O.Box 558788

Miami, Florida 33143

(305)665-4220 ~ (305) 665-0061

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Shamanic Circles, Inc., under the Professional Service Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: Shamanic Circles, Inc.  
and the principal place of business is: 7289 SW 53 Avenue, Miami, Fl. 33143.  
Mailing address: P.O.Box 558788, Miami Fl. 33255.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in the retail business and for the purpose of engaging in any activity or business permitted under the laws of the United States .

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 300 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7289 SW 53<sup>rd</sup> Avenue, Miami, Fl. 33143 and the name of the corporation's initial registered agent at that address is Blanca Galvez. Phone number: (305)598-8260

#### ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation has three members in its board of directors as follow:

Gisela Llorens, President	7289 SW 53 <sup>rd</sup> Avenue, Miami, Fl. 33143
Julie Miro, Vice President	555 NE 15 St. # 11-D Miami, Florida 33132
Blanca Galvez, Vice President	7289 SW 53 <sup>rd</sup> Avenue, Miami Fl. 33143

#### ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is Blanca Galvez. 7289 SW 53 Avenue, Miami, Fl. 33143. Mailing Address: P.O.Box 558788, Miami, Fl. 33255. Phone Number: (305)598-8260. (305) 665-0061

#### ARTICLE VIII. BYLAWS

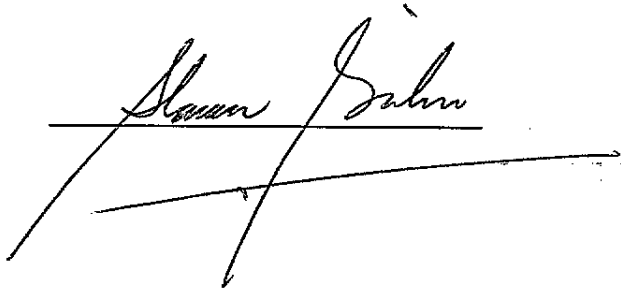
The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and

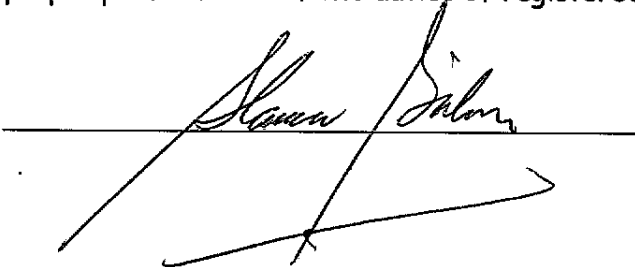
approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of October 1999.

A handwritten signature in cursive script, appearing to read "Shawn Salen", is written over a horizontal line. A large, diagonal, handwritten mark, possibly a stylized "X" or a checkmark, is drawn across the signature and the line.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Shamanic Circles Inc. in the foregoing Articles of Incorporation, I hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

A handwritten signature in cursive script, appearing to read "Shawn Salen", is written over a horizontal line. A large, diagonal, handwritten mark, possibly a stylized "X" or a checkmark, is drawn across the signature and the line.