

P95000072385

ANTONIO VASANO - TAX ADVISOR
940 Lincoln Rd. Mail Suite 204
Miami Beach, FL 33139
(305) 532-1098
(City, State, Zip) (Phone #)

TELEPHONE SERVICE
1-800-215-7395-1010765-0077
*****70.00 *****70.00

OFFICE USE ONLY

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

- 1. _____
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input 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
SEP 19 1995
CORPORATION DIVISION
STATE OF FLORIDA

Examiner's Initials *SAB*
9/19/95

ARTICLES OF INCORPORATION

OF

M.E. Clemente Enterprises, Inc.

940 Lincoln Rd. Ball Suite 204 Miami Beach, Fl. 33139

ARTICLE I - NAME

The name of this corporation is M.E. Clemente Enterprises, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

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 600 shares of ONE (\$ 1.00) par value common stock which shall be designated "COMMON SHARES"

ARTICLE V - 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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 940 Lincoln Rd. Ball Suite 204
Miami Beach, Florida 33139 and the name of the
initial registered agent of this corporation at that address
is Marcello Clemente De Azis.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and Address(es) of the initial director(s) of this corporation is (are):

<u>Marcello Clemente De Assis</u>	<u>8910 SW 68 CT, #K-7 Miami, FL 33156</u>
<u>Maria Klapperich</u>	<u>same</u>
_____	_____
_____	_____

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Marcello Clemente De Assis and
Maria Klapperich
8910 SW 68 CT, #K-7 Miami, FL 33156

ARTICLE IX - BYLAWS

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

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meeting of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the share holders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by Law.

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 11 day of September 1985

X *Mancello Clemente De Assis*

X *Francisco V. H. Hensch*

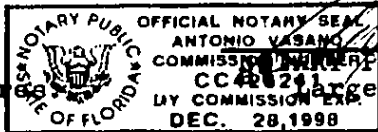
STATE OF FLORIDA
COUNTY OF DADE SS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared,

Mancello Clemente De Assis and Maria Klapperick

known to me and known by me to be the person who executed the foregoing articles of incorporation, and he (They) acknowledged before me that he (they) executed those articles of incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of Florida, County of Dade, this 11 day of September, 1985.



Antonio Vasano

My commission expires

I, the undersigned, having been named as initial registered agent of the corporation in the foregoing articles of incorporation hereby accept said office and will serve in said capacity.

X *Mancello Clemente De Assis*

REGISTERED AGENT

Mancello Clemente De Assis

FILED
1985
SEP 11