

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 222-8870 • 1-800-222-0062 • Fax (850) 222-1222

P99000103164

Clermont Acquisition Corporation

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****140.00 ****70.00

- 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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

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Signature

Requested By: AS 11/29/99 10:29

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION
OF
CLERMONT ACQUISITION CORPORATION

ARTICLE I

NAME: The name of this corporation is: **CLERMONT ACQUISITION CORPORATION.**

ARTICLE II

COMMENCEMENT OF EXISTENCE: This corporation shall commence to exist on the date filed with the Secretary of State.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue 1000 shares of \$.50 par value common stock, which shall be the only class of shares.

ARTICLE V

PRE-EMPTIVE RIGHTS: Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, or class of service 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.

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ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the principal office of this corporation is 2600 Douglas Road, Suite 911, Coral Gables, FL 33134. The name of the initial registered office and initial registered agent of this corporation is **ALAN E. GREEN FIELD, Esq.**, 2600 Douglas Road, Suite 911, Coral Gables, FL 33134.

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS: This corporation shall have at least one director. The name and address of the initial director is Edward Gadinsky, 2600 Douglas Road, Suite 911, Coral Gables, FL 33134. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The initial president and secretary-treasurer shall be Edward Gadinsky whose address is set forth above.

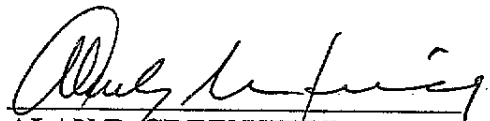
ARTICLE VIII

INCORPORATOR: The names and address of the person signing these Articles of Incorporation is:
ALAN E. GREEN FIELD, Esq. 2600 Douglas Road, Suite 911, Coral Gables, FL 33134

ARTICLE IX

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

IN WITNESS WHEREOF, the undersigned subscribed have executed these Articles of Incorporation, this 24 day of November, 1999.

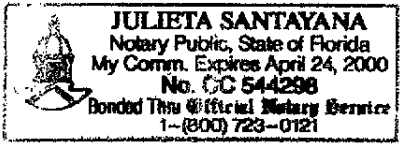

ALAN E. GREENFIELD

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared ALAN E. GREENFIELD, to me well known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me, under oath, that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, this 24 day of November, 1999.


NOTARY PUBLIC, STATE OF FLORIDA

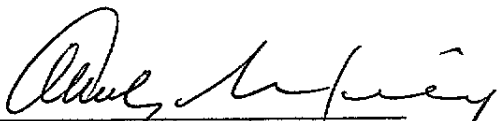


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH PROCESS MAY BE MADE.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that **CLERMONT ACQUISITION CORPORATION**, with its principal office, located at 2600 Douglas Road, Suite 911, Coral Gables, FL 33134 has named **ALAN E. GREEN FIELD, ESQ.**, located at 2600 Douglas Road, Suite 911, Coral Gables, FL 33134, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at the place designate in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act.


ALAN E. GREENFIELD
Registered and Resident Agent

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