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Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

HALTE, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
HALTE, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Corporations Not for Profit Act, Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

Article I

The name of the corporation is Halte, Inc., and its address is 801 Brickell Avenue, Suite 1901, Miami, Florida.

Article II

The duration of the corporation shall be perpetual.

Article III

The general purposes for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida Corporations Not for Profit Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
- (3) No part of the net earnings, gains, or assets of the corporation shall inure to the benefit of or be distributed to its directors, officers, other private individuals, or organizations organized and operated for a profit (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as hereinabove stated).
- (4) The corporation is organized and operated exclusively for non-profit purposes.

In the event of dissolution or final liquidation of the corporation, the board of directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the board or directors of the corporation shall determine:

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(a) a nonprofit organization or organization which may have been created to succeed the corporation, as such organization or each of such organizations shall then qualify as a government unit under section 170(c) of Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in section 501(c)(3) of such Code;

Article IV

Certificates of Membership

The aggregate number of certificates of membership shall be limited to 250.

Registered Office and Agent

The street address of the initial registered office of the corporation is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131, and the name of the initial registered agent at such address is Thomas R. Spencer.

Article VI

Directors

The number of directors constituting the Board of Directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than three. The number of directors constituting the initial Board of Directors is four. The name and address of the persons who are to serve as the members of the initial Board of Directors is:

Olivier Nadal, President
8515 NW 166th Terrace
Miami Lakes, Florida 33016

Samir Mourra, Vice President
c/o 801 Brickell Avenue, Suite 1901
Miami, Florida 33131

Herve Leveille, Vice-President/Treasurer
5733 Harrison Street
Hollywood, Florida 33023

Max Dominique, Secretary
c/o 801 Brickell Avenue, Suite 1901
Miami, Florida 33131

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Article VII

Incorporator

The name and address of the Incorporator is:

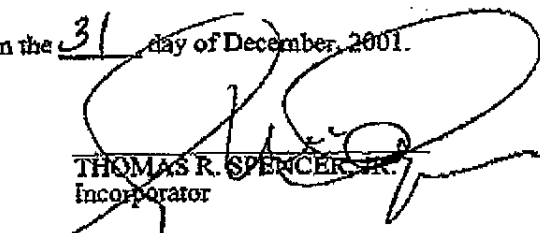
THOMAS R. SPENCER, JR.
SPENCER & KLEIN, P.A.
801 Brickell Avenue
Suite 1901
Miami, Florida 33131

Article VIII

Indemnification

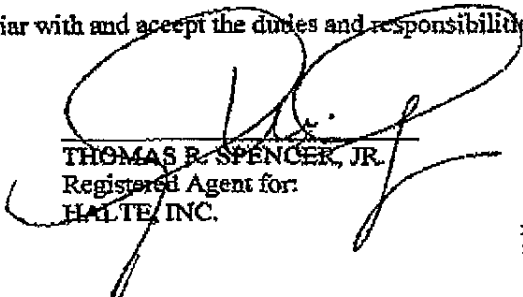
The corporation shall indemnify each director, officer, and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit, or proceeding in which he may be involved, by reason of his being or having been an officer, director, or shareholder of the corporation of the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 31 day of December, 2001.


THOMAS R. SPENCER, JR.
Incorporator

**STATEMENT OF ACCEPTANCE OF REGISTERED AGENT DUTIES
HALTE, INC.**

I, Thomas R. Spencer, am familiar with and accept the duties and responsibilities of
Registered Agent for HALTE, INC.


THOMAS R. SPENCER, JR.
Registered Agent for:
HALTE, INC.

Date 31 day of December, 2001.

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