

P00000096262



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 861296 7173754

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
00 OCT 12 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 12, 2000

ORDER TIME : 10:10 AM

ORDER NO. : 861296-005

CUSTOMER NO: 7173754

CUSTOMER: Kenneth Wurtenberg, Cpa
Kenneth Wurtenberg, Cpa

Suite 201
16969 Nw 67th Avenue
Miami, FL 33015

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*****78.75 *****78.75

DOMESTIC FILING

NAME: POLARIS CALA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

RECEIVED
00 OCT 12 AM 10:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10-12
WC

**ARTICLES OF INCORPORATION
OF
Polaris Cala, Inc.**

FILED
00 OCT 12 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be **Polaris Cala, Inc.**

**ARTICLE II
NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of common stock that this corporation is authorized to have is One Thousand (1,000) of which Five Hundred (500) shares of common stock are issued and outstanding having a par value of \$1.00 per share. The remaining Five Hundred (500) shares of common stock are to be placed in the Company's treasury.

**ARTICLE IV
ADDRESS**

The street address of the initial registered office of the corporation shall be **16969 NW. 67th Avenue, Suite 201, Miami, Florida 33015** and the name of the initial Registered Agent for the corporation at that address is Kenneth Wurtenberg.

**ARTICLE V
SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, shareholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF-DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX DIRECTORS

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Walter Fitzmaurice 5428 14th Avenue South, Minneapolis, Minnesota 55417

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator is:

Walter Fitzmaurice 5428 14th Avenue South, Minneapolis, Minnesota 55417

**ARTICLE XI
AMENDMENT**

This Corporation reserves the right to amend, alter, change or repeal any provision(s) contained in these Articles of Incorporation or any amendment thereto, in the manner now or hereafter prescribed by statute and any rights conferred upon the stockholders are subject to reservation.

**ARTICLE XII
LIMITATION ON PAYMENT OF DEBTS**

The private property of the stockholders shall not be subject to the payment of corporate debts in any extent whatsoever. The Corporation shall have first lien on the share of its shareholder(s), and upon any dividends due thereon, for any indebtedness of such shareholder(s) to the Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 5 day of October 2000.

Incorporator:



Walter Fitzmaurice

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

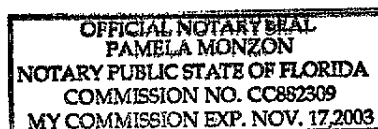
The foregoing instrument was executed and acknowledged before me this 5th day of October 2000, by Walter Fitzmaurice.



Notary Public, State of Florida

(SEAL)

My. Commission expires:



DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

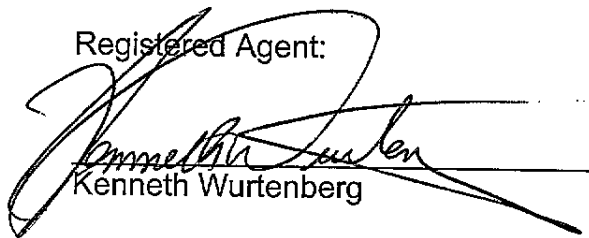
FILED
00 OCT 12 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida, **Polaris Cala, Inc.**, a corporation organizing under the laws of the State of Florida, with its principal office located at 16969 NW. 67th Avenue, Miami, Florida 33015, has named Kenneth Wurtenberg, whose address is 16969 NW. 67th Avenue, Miami, Florida 33015, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:


Kenneth Wurtenberg

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, this day personally appeared Kenneth Wurtenberg, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 5th day of October 2000.


Notary Public, State of Florida

(SEAL)

My Commission Expires:

