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Florida Department of State
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To:

Division of Corporations
 Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
 Account Number : 072450003255
 Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

CLEAR WINTER, INC.

Certificate of Status	0
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SECRETARY OF STATE
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ARTICLES OF INCORPORATION

OF

CLEAR WINTER, INC.

ARTICLE I

The name of this corporation is CLEAR WINTER, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation is as follows: To engage in any business not prohibited under the laws of the State of Florida or any political subdivision thereof or the laws of the United States.

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be as follows: 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV

This corporation shall exist perpetually.

Prepared by:
Steven H. Shulman, P.A.
Steven H. Shulman, Esquire
Florida Bar No.: 508860
2255 Glades Road
Suite 319A
Boca Raton, Florida 33431

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ARTICLE V

The principal place of business of this corporation shall be located at **700 East Palmetto Park Road, Boca Raton, Florida 33432**, and it may have such other places of business both within and without the State of Florida and in foreign countries as may be necessary or convenient.

ARTICLE VI

The street address of the initial registered office of this corporation is **2255 Glades Road, Suite 319A, Boca Raton, Florida 33431**, and the name of the initial registered agent of this corporation is **STEVEN H. SHULMAN, ESQUIRE**.

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors consisting of not less than one (1), but no more than five (5) Directors, the exact number of Directors to be fixed by the By-Laws of this corporation.

ARTICLE VIII

The names and post office addresses of the first Board of Directors and the officers of this corporation who shall hold office until their successors are elected and have qualified are:

ANDREW CADMAN, 700 East Palmetto Park Road, Boca Raton, Florida 33432,
President, Secretary, Treasurer, Director

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ARTICLE IX

The names and addresses of the subscriber(s) to these Articles of Incorporation, together with the number of shares each agrees to take and the consideration to be paid therefore, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES/AMOUNT</u>
ANDREW CADMAN	700 East Palmetto Park Road Boca Raton, Florida 33432	100/\$100.00

ARTICLE X

Special provisions for the regulation of this corporation are as follows:

1. The annual meeting of the Stockholders and Directors of this corporation shall be held on the first Monday of January of each year.
2. Any meeting of the Stockholders or Board of Directors may be held either within or without the State of Florida, without notices, by the written consent of all of the Stockholders or Directors, as the case may be.
3. The officers of this corporation shall be a President, Secretary and Treasurer, and such other officers as the Board of Directors may deem necessary.
4. The Directors of the Corporation are expressly authorized to accept in payment for the capital stock of the corporation real or personal property of any kind or nature, including accounts receivable, inventories of raw materials or finished products, furniture, fixtures, automotive equipment, machinery, buildings or any other items of real or personal property of value to the corporation. The value placed upon said property in payment for capital stock shall be deemed conclusive and shall be binding upon the Directors, officers and upon the present and future

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stockholders of the corporation.

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5. The directors of the corporation are specifically empowered to pass on and fix the compensation of Directors, officers, employees and agents of the corporation and to enter into agreements, respecting the same.

6. The initial By-Laws of this corporation shall be adopted by the Board of Directors. Thereafter, any amendments or additions to the By-Laws shall be adopted in accordance with the procedures outlined in said By-Laws.

ARTICLE XI

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall be in any way affected or invalidated by the fact that any of the Directors of the corporation are pecuniary or otherwise interested in, or are Directors of or officers of such other corporations, any director individually, or any firm of which any Director may be a member, may be a party to or may be pecuniary or otherwise interested in, any contract or transaction of the corporation provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the corporation who is also a Director or officer of such corporation or who is so interested may be counted in determining the existence of a quorum at a meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested; and each and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or

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corporation in which he may be in any wise interested.

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ARTICLE XII

1. No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a Director or officer of the corporation in good faith, if such person (a) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe.

2. The corporation shall indemnify any and all of its Directors or officers or former Directors or officers or any person who may have served at its request as a Director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually or necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties or a party, by reason of being or having been Directors or officers, or a Director or officer of a corporation, or of such other corporation, except in relation to matters as to which any such Director or officer or former Director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

3. In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed as adjudication that such Director or officer or person is liable for negligence or misconduct in the

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performance of his duties, if such director or officer or person was acting in good faith in what he considered to be the best interests of the corporation and with no reasonable cause to believe that the action was illegal.

4. In case any such action, suit or proceeding shall result in a settlement, and if the judgment of a disinterested majority of the Board of Directors or of any disinterested committee or group of persons to whom the question may be referred by the Board of Directors, any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, the corporation shall reimburse him for or indemnify or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.

5. Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled under any by-laws, agreements, vote of stockholders, or otherwise.

ARTICLE XIII

No stockholder of this corporation shall, because of his ownership of any of the capital stock of the corporation, have a pre-emptive or other right to purchase, subscribe for, or otherwise acquire any portion of any issue of capital stock or debt of the corporation, whether in the form of capital stock, debenture, bond or other securities convertible into or carrying options or warrants for the purchase of capital stock of the corporation which may be issued, optioned or sold by the corporation subsequent to the filing of these Articles of Incorporation. All or any portion of the capital stock of this corporation and any promissory notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase any of the authorized capital stock of this corporation may, at any time, and from time to time, be issued, optioned, sold or disposed of to such persons and upon

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such terms and conditions in any manner permitted by law without first offering any of such capital stock, promissory notes, debentures, bonds or other securities, or any part thereof, to existing stockholders of the corporation.

ARTICLE XIV

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved in the Stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned, being the original subscriber and incorporator of the foregoing corporation hereby certifies that the foregoing constitutes the proposed Articles of Incorporation of CLEAR WINTER, INC.

WITNESS my hand and seal this 1st day of January, 2001.

By [Signature] (L.S.)
ANDREW CADMAN

STATE OF LONDON
COUNTY OF ENGLAND.

BEFORE ME, the undersigned authority, personally appeared ANDREW CADMAN, to me well known to be the incorporator described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed and subscribed to the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 1st day of January, 2001.

My Commission Expires:

[Signature]
Notary Public
National Westminster Bank PLC
Aldwych
PO Box 221
Connaught House
London
WC2B 4EJ

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

Pursuant of Section 607.0501, Florida Statutes, the following is submitted in compliance with said Sections:

CLEAR WINTER, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Boca Raton, County of Palm Beach, State of Florida, has named **STEVEN H. SHULMAN, ESQUIRE** located at 2255 Glades Road, Suite 319A, Boca Raton, County of Palm Beach, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Sections relative to keeping open said office.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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STEVEN H. SHULMAN, ESQUIRE
REGISTERED AGENT

DATED this 1/19, 2001.

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