

# P01000037965

TRANSMITTAL LETTER

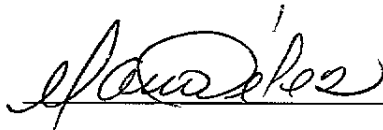
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-04/11/01--01049--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Clarus Corporation

I enclose an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$ 78.75.

SIGNED: \_\_\_\_\_



From:

Maria Velez  
11618 SW 144<sup>th</sup> Court  
Miami, Florida 33186

Telephone (305) 385-9860

FILED  
2001 APR 11 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

✓  
Jg 4/11/01



ARTICLES OF INCORPORATION  
OF  
CLARUS CORPORATION

FILED

2001 APR 11 AM 9:43

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

ARTICLE I  
NAME

The name of the corporation is CLARUS CORPORATION

ARTICLE II  
NATURE OF BUSINESS

The corporation shall have the unlimited power to engage in any business activity permitted under the laws of the United States of America and the State of Florida.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock the corporation shall have the authority to issue is two thousand (1,000) shares of common stock having par value of \$50.00 per share.

ARTICLE IV  
TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V  
ADDRESS

The initial address of this corporation in the State of Florida is 8600 NW South River Drive, Suite 243, Miami, Florida 33166.



The stockholders may from time to time move the principal office to any other address in Florida.

## ARTICLE VI

### INCORPORATORS

The names and addresses of the incorporators of these Articles of Incorporation and the initial officers of the corporation are:

President: .. Secretary and Treasurer:

Maria Velez  
11618 SW 144 Court  
Miami, Florida 33186

Maria Velez  
11618 SW 144 Court  
Miami, Florida 33186

ARTICLE VII  
PREEMPTIVE RIGHT

Each stockholder of the corporation shall have the right to purchase, subscribe to, or receive a right(s) to purchase or subscribe to, at the par value thereof, a pro rata portion of:

- (i) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class of classes, and whether or not of unissued shares authorized by the Articles of the Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or
- (ii) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant(s) or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.



ARTICLE VIII  
MANAGEMENT OF CORPORATION BY STOCKHOLDERS

The corporation shall have no board of Directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of the stockholders.

The purpose of the company of which the aforementioned individuals are stockholders shall be to conduct any business enterprises, which the stockholders deem viable.

ARTICLE IX  
PERFORMANCE BY STOCKHOLDERS

Each stockholder shall apply all of his/her experience, training, and ability in discharging his assigned functions in the company and in the performance of all work that may be necessary or advantageous to promote the business interests of the stockholders.

The duties of the stockholders are:

- (i) To engage primarily in the commercial, industrial, and residential janitorial service industry, as well as the commercialization of related products and supplies; and (3) any other business enterprises which the stockholders deem viable.
- (ii) Stockholders will divide equally among themselves the net profits generated from the company's operations.

ARTICLE X  
CONTRIBUTIONS

Stockholders shall continue such capital as may be required from time to time to be used by the company for its business activities.



ARTICLE XI  
BUSINESS EXPENSES

All expenses incurred by the company shall be paid from the capital and profits realized by the company. All losses incurred shall be paid out of the capital of the company or the profits arising from the company, or, if all the stockholders shall be deficient, by the stockholders on a prorata basis, in proportion to their equity interest in the company.

ARTICLE XII  
AUTHORITY

No stockholder shall purchases any goods, articles, services or enter into any contract exceeding the value of Fifty Dollars (\$50.00) without the prior written consent of the stockholders.

ARTICLE XIII  
SEPARATE DEBTS

No stockholder shall enter into any bond or become surety, security, bail or cosigner for any person, partnership or corporation, or knowingly condone anything whereby the property of the corporation may be attached or taken in execution, without the prior written consent of the other stockholders. In addition, each stockholder shall punctually pay his separate debts and indemnify the other stockholders and the capital and property of the corporation against his or her separate debts and all expenses relating thereto.

ARTICLE XIV  
BOOKS AND RECORDS

Books of accounts shall be maintained by the stockholders, and proper entries made therein of all sales, purchases, receipts, payments, transactions, and property of the corporation, and the books of accounts and all records of the corporation shall be retained at the principal place of business as specified herein. Each stockholder shall have free access at all times to all books and records maintained relative to the corporation.



ARTICLE XV  
ACCOUNTING

Records of the corporation shall be maintained on a calendar year basis, and a general accounting shall be made and taken by the stockholders of all transactions of the corporation during the preceding year, and of all the property and liabilities of the corporation. The corporation will maintain a checking account and checks must be signed by the treasurer.

ARTICLE XVI  
ADVANCE DRAWS

There will be no advance draws by any of the stockholders.

ARTICLE XVII  
SALARIES

Any form of remuneration to any of the stockholders will be as mutually agreed upon among said stockholders.

ARTICLE XVIII  
RELEASE OF DEBTS

No stockholder shall compound, release, or discharge any debt that shall be due or owing to the corporation, without receiving the full amount thereof, unless that stockholder obtains the prior written consent of the other stockholders to the discharge of the indebtedness.

ARTICLE XIX  
ADDITIONAL CONTRIBUTIONS

The stockholders shall not have to contribute any additional capital to the corporation in addition to that required as hereinabove set forth, except that they shall be required to make additional contributions if the records indicate any insufficiency in the capital account of the corporation to meet current expenses, unless the corporation mutually agrees upon a different manner of raising the additional capital required.



ARTICLE XX  
ARBITRATION

If any differences shall arise between or among the stockholders as to their rights or liabilities or under any instrument made in furtherance of the corporation, the differences shall be determined and the instrument shall be settled by arbitration pursuant to the American Rules of Arbitration of the American Arbitration Association.

ARTICLE XXI  
ADDITIONS, ALTERATIONS OR MODIFICATIONS

Where it shall appear to the stockholders that these Articles of Incorporation or any terms and conditions contained herein, are in any way ineffective or deficient, or not expressed as originally intended, and any alteration or addition shall be deemed necessary, the stockholders will enter into, execute, and perform all further amendments as their counsel shall advise. Any additions, alterations, or modifications shall be in writing, and no oral agreement shall be effective.

ARTICLE XXII  
VALUE

Wherever it is necessary to arrive at the value of the corporation or any interest therein, such valuation shall be at "FAIR MARKET VALUE" and determined as such by an independent business appraiser.

ARTICLE XXIII  
PAYMENT OF ESTATES TO DECEASED OR RETIRED STOCKHOLDERS

In the event of the death or retirement of any of the stockholders, the value of their respective interest shall be paid in five (5) equal annual installments with interest on the unpaid balance accruing at ten percent (10.00%) per annum included in said installments, with the first payment due one year following the retirement or death and a like payment on the same date each year thereafter until paid in full to the retired stockholder or designated beneficiary.



ARTICLE XXIV  
BINDING AGREEMENT

These Articles of Incorporation shall be binding upon and inure to the benefit of the heirs and personal representatives of the parties hereto.

ARTICLE XXV

The stockholders agree that in the event that they may at any time determine that it is in their mutual best interest to sell the business, then and in such event they do hereby agree that the business shall be placed on the market for sale at its then reasonable market value upon such terms and conditions as they may reasonably determine. The parties further agree that the business shall be listed for sale with a business broker and they do hereby agree that they shall waive any commission which the broker might otherwise be entitled to in connection with said sale, so that the corporation shall not be responsible for any commission relating to the sale of the subject business.

ARTICLE XXVI  
COMPETE

Maria Velez unconditionally agree that they will not, for a period of three (3) years subsequent to the execution of these Articles of Incorporation, enter into any agreement or contract, business or otherwise with any individuals, partnerships, corporations, etc., where said business affiliation is in direct competition or may result in such with the business of said corporation.

ARTICLE XXVII  
CONFIDENTIALITY

All notices, consents and other instruments hereunder shall be in writing and mailed by certified or registered mail, and shall be directed to the parties at their respective addresses as shown opposite their signature at the end of the Articles of Incorporation. Notice shall be effective on the date such are deposited in the United States mail.



ARTICLE XXVIII  
STOCK TRANSFERS - CORPORATION'S RIGHT OF FIRST REFUSAL

No stockholder shall have the right to sell, assign, pledge, incumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be: in writing, signed by the stockholder; sent by certified or registered mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of ninety (90) days from the date of mailing. If the corporation fails or refuses within each period to make satisfactory arrangement for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he/she may deem fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his/her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereof the following legend; "*These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation. A copy of such articles is on file at the principal office of the corporation.*"

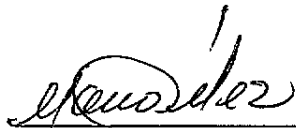
ARTICLE XXX  
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.



IN WITNESS THEREOF,

The incorporator of these Articles of Incorporation  
have hereunto set their hands and seals this ninth (9<sup>th</sup>) day  
of April, 2001.



Maria Velez  
President, Secretary, and Treasurer

11618 SW 144 Court  
Miami, Florida 33186



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

FILED

2001 APR 11 AM 9:43

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

CLARUS CORPORATION

2. The name and address of the registered agent and office is:

Maria Velez  
11618 SW 144<sup>th</sup> Court  
Miami, Florida 33186

Signature: \_\_\_\_\_



Title: President, Secretary, and Treasurer

Date: April 9<sup>th</sup>, 2001.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: \_\_\_\_\_



Date: 04/9/01