

LAWYERS IN U.S.A

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 E. GAINES STREET
TALLAHASSEE, FL 32399

700005283167--7
-04/17/02--01004--001
*****70.00 *****70.00

RE: **CLERK SERVICES, INC.**

Enclosed is

1. The Articles of Incorporation (in one original and one copy) including the Certificate of Designation and Acceptance by Registered Agent/Registered Office
2. A check for: \$70.00 for filing fees
3. A FEDEX PREPAID SELF ADDRESSED RETURN ENVELOPE for return of documents filed and recorded by your office.

We thank you in anticipation



GERARD CLAUDE ZAOUÏ

Encl. 3

FILED
2002 APR 16 AM 10:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

✓
f/er
4/23/02

ARTICLES OF INCORPORATION
OF
CLERK SERVICES, INC.

EFFECTIVE DATE

4/8/02

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 **CLERK SERVICES, INC.**

ARTICLE II - EFFECTIVE DATE OF EXISTENCE

The existence of the corporation shall begin on **2002 APRIL 08**

ARTICLE III - PRINCIPAL OFFICE

The principal place of business/mailling address is:

**7120 S.W. 19TH STREET
PLANTATION
FL 33317**

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2002 APR 16 AM 10:35
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TALLAHASSEE FLORIDA

ARTICLE IV - PURPOSE

The purpose for which this corporation is organized is to provide all kind of secretarial and clerical services to Business Entities or Individual Business Structures. Additionally, 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 V - SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting

ARTICLE VI - INITIAL OFFICERS/DIRECTORS

This corporation shall have a minimum of one director

ARTICLE VII - REGISTERED AGENT

NAME OF REGISTERED AGENT

Jacob S. KAISER

ADDRESS OF REGISTERED AGENT:

**7120 S.W. 19TH STREET
PLANTATION
FL 33317**

ARTICLE VIII - TERM OF EXISTENCE

This corporation shall exist perpetually

ARTICLE IX - LIMITATION OF LIABILITY

All directors, stockholders and officers, in consideration for their services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by them in connection with any claim asserted or proceeding brought against them by reason of their being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, to the maximum extent permitted by law. The indemnification of each such person will be for any reasonable cost or expense in connection with the claim exposed by the person against whom the claim is made either for defense against the claim or for advice sought concerning the claim. The corporation will reimburse all such costs or expenses to any director, stockholder or officer.

ARTICLE X - VALIDITY OF SELF DEALING TRANSACTIONS

RULE: 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 of the directors of the corporation is interested in a contract or transaction, or is director or officer of any other corporation or is in any way connected with such person or person's firm or corporation.

SCOPE OF THE RULE: All directors may be a party to, or may be interested in such contract, act or transaction. All persons who may become a director of the corporation are hereby relieved from any liability that might otherwise exist from their contracting with the corporation for the benefit of themselves or for the benefit of any firm, association or corporation in which they may be in any way interested. All directors of the corporation may be counted in determining the existence of a quorum at the meeting where the decision about such transactions is to be taken and may vote upon any transaction with the corporation.

LIMITS OF THE RULE: In order to benefit from the exemption of responsibility for self dealing in transactions where they have a special personal interest, directors will have to disclose the personal interest which they have in a such a transaction to all members present at the meeting of the board of directors where a decision about this specific transaction is to be made. This specific disclosure is not necessary if the fact was already known by the board of directors and all members thereof present.

ARTICLE XI - INCORPORATOR

The incorporator subscribing to these Articles of Incorporation is

Jacob S. KAISER

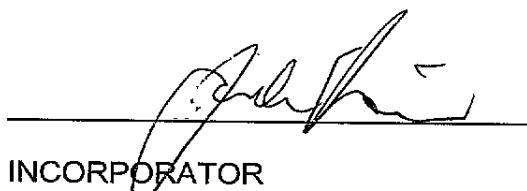
7120 S.W. 19TH STREET

PLANTATION

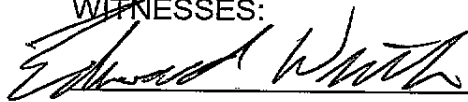
FL 33317

The undersigned has executed these articles of Incorporation in Florida, on

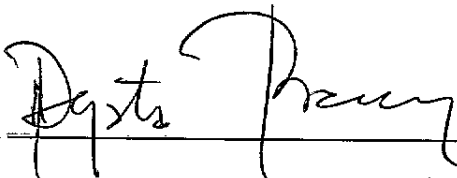
SIGNATURE OF INCORPORATOR:


INCORPORATOR
Jacob S. KAISER
7120 S.W. 19TH STREET
PLANTATION
FL 33317

WITNESSES:



EDWARD WIRTH.



AGATA MASSAN

2310 NW 55th CT

SUITE 136, FT LAUD FL 33309.

7120 SW 19th STREET

PLANTATION, FL 33317

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

In compliance with § 607.0501, Florida Statutes, the following is submitted

1. DESIGNATION OF REGISTERED AGENT

CLERK SERVICES, INC., hereinafter the "stated corporation" has its principal office at the following address.

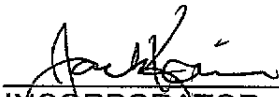
ADDRESS OF THE PRINCIPAL OFFICE
7120 S.W. 19TH STREET
PLANTATION
FL 33317

The stated corporation, desiring to organize and qualify under the laws of the State of Florida, has named:

Jacob S. KAISER
7120 S.W. 19TH STREET
PLANTATION
FL 33317,

as its agent to accept service of process within Florida,

Dated this

 4/8/02

INCORPORATOR
Jacob S. KAISER
7120 S.W. 19TH STREET
PLANTATION
FL 33317

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2. ACCEPTANCE OF POSITION BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the certificate, I hereby declare that I am familiar with the obligations of the position of Registered Agent. I accept the appointment as registered agent and agree to act in this capacity

Dated this

 4/8/02

SIGNATURE OF REGISTERED AGENT
Jacob S. KAISER