

P02000058223

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000143778 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY 28 AM 7:47

FLORIDA PROFIT CORPORATION OR P.A.

CHEZ CAROLE, INC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

F. GIESSEN MAY 28

H02000143778

⑥

ARTICLES OF INCORPORATION
OF
CHEZ CAROLE, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida, this Certificate of Incorporation; and to that end we do, by this Certificate, set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the "Corporation") is:

CHEZ CAROLE, INC.

ARTICLE II

The general nature of the business to be transacted is as follows:

SECTION A:

ANY LEGAL BUSINESS

SECTION B:

That of purchasing, leasing, renting, selling, holding and otherwise acquiring and disposing of real estate and personal property, both tangible and intangible, and chooses in action either as owner, broker, agent of factor.

SECTION C:

In the purchase or acquisition of property, business rights of franchise, or for additional working capital, or for any other object in or about its business of affairs, and without limit as to amount, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, negotiable and transferable instruments and evidences of indebtedness of all kinds whether secured by mortgage, pledge, deed of trust or otherwise.

Prepared by:
Toni H. Alam, C.P.A.
6915 Red Road, Ste 220
Coral Gables, FL 33143
Phone: (305) 663-6200

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY 28 AM 7:47

H02000143778
305 541 3770 P.02/06

EMPIRE CORP

MAY-24-2002 17:08

SECTION D:

To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commissions agency, and to do all things necessary in connection with the operation of a sales commission agency; as well as to engage in other similar and allied businesses incidental to a sale and commission agency, which said agency will operate both within and without the continental limits of the United States of America.

SECTION E:

Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out the powers hereinabove specifically delegated or implied.

ARTICLE III

The stock of this Corporation shall be divided into 1,000 shares of stock of the par value of \$1.00 per share, all of one class, namely, Common Stock. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this Corporation shall begin business shall be no less than One Thousand dollars (\$1,000.00)

ARTICLE V

The principal place of business of the Corporation shall be at 4401 Island Road, Miami, FL 33137, with the privilege of having branch offices within and without the State of Florida.

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

The business of this Corporation shall be conducted by a Board of Directors of not less than (1) Directors, the exact number of Directors to be fixed by the By-Laws of this Corporation.

ARTICLE VIII

The name and post office addresses of the first Board of Directors of this Corporation, who shall hold office until the organization meeting of this corporation, and until their successors are elected and have qualified are:

Carole Seikaly
4401 Island Road
Miami, FL 33137

The offices to be held by the above named Director are as follows:

Carole Seikaly, President

The initial registered agent of the Corporation at the initial registered office of this Corporation will be:

Carole Seikaly
4401 Island Road
Miami, FL 33137

ARTICLE IX

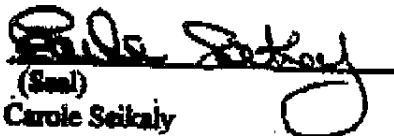
The names and addresses of the incorporators are:

Carole Seikaly
4401 Island Road
Miami, FL 33137

ARTICLE X

The provisions of this Charter, and each and every article and section hereof, and the By-Laws of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, and acknowledge to be filed in the office of the Secretary of State the foregoing Articles of Incorporation, this 23rd. day of May, 2002.


(Seal)

Carole Seikaly
4401 Island Road
Miami, FL 33137

1702000143778

CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

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.

First that CHEZ CAROLE, INC. desiring to organize under the laws of the state of FLORIDA with its principal, office, as indicated in the articles of incorporation has named Carole Seikaly at 4401 Island Road, Miami, FL 33137, as its agent to accept service of process within this state.

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 agree to 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.


Carole Seikaly, registered agent

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY 28 AM 7:47

1702000143778