

P030001403604

Florida Department of State
Division of Corporations
Public Access System

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.

(((H03000325318 3)))

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

CLERK OF STATE
TALLAHASSEE FLORIDA

2003 NOV 26 AM 10:18

FILED

FLORIDA PROFIT CORPORATION OR P.A.

cl investments & associates, inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

12/1/03

⑦

H03000325318 FILED

2003 NOV 26 AM 10:18

**ARTICLES OF INCORPORATION
OF
CL INVESTMENTS & ASSOCIATES, INC.**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator 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 **CL INVESTMENTS & ASSOCIATES, INC.**

ARTICLE II

PRINCIPAL OFFICE

The initial principal place of business and mailing address of this Corporation shall be: 17911 NW 68th Avenue, Suite P-202, Miami, Florida 33015.

ARTICLE III

PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

H03000325318

ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is One Hundred (100) shares of common stock, having a nominal or par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors but in no event shall be less than \$1.00.

Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

TERM

This corporation shall commence existence on the date of the filing of these Articles of Incorporation and shall have perpetual existence.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for this corporation shall be Moneque S. Walker, Esquire and the Registered Office shall be located at 8260 West Flagler Street, Suite 1E, Miami, Florida 33144 or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with the law.

ARTICLE VII

DIRECTORS

This corporation shall have one director. The names and street addresses of the first board of directors of this corporation which, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until its successors have been elected and qualified, are:

NAME: CANABAL-BABILONIA, Cesar Ramon

TITLE: P, VP, T, S, and D.

**ADDRESS: 17911 NW 68th Avenue, Suite P-202
Miami, Florida 33015**

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Moneque S. Walker, Esquire, 8260 W. Flagler Street, Suite 1E, Miami, Florida 33144.

ARTICLE IX

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations

the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right of inspecting and accounts, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the board of directors.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI

TELEPHONE MEETING AUTHORIZED

Members of the board of directors or of any executive committee designated by the board of directors in accordance with law shall be deemed present at any meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by


means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Miami-Dade County, Florida this 25th day of November, 2003.


MONEQUE S. WALKER, ESQ.
Incorporator

H03000325318

CERTIFICATE OF ACCEPTING DESIGNATION
AS
REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of CL INVESTMENTS & ASSOCIATES, INC. and agree to serve as its agent to accept service of process within this State at its Registered Office.

Moneque S. Walker
MONEQUE S. WALKER, ESQ.

STATE OF FLORIDA }
COUNTY OF MIAMI- DADE }

2003 NOV 26 AM 10:18
FILED
CLERK OF STATE
TALLAHASSEE FLORIDA

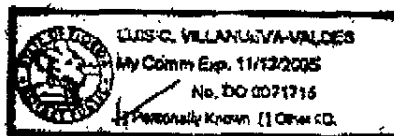
BEFORE ME, the undersigned authority, this day personally appeared Moneque S. Walker, Esq. to me known to be the individual described in and who executed the foregoing Articles of Incorporation and she acknowledged before me that she signed and executed same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at City of Miami, Miami-Dade County, State of Florida, on this 25th day of November, 2003.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA AT
LARGE

My Commission Expires:

11/13/2005



H03000325318