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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

MIAMI FL 33136-2890311-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CAREL WORLDWIDE HOLDING COMPANY

FAX AUDIT NUMBER: H95000001315

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**ARTICLES OF INCORPORATION**

**OF**

**CAREL WORLDWIDE HOLDING COMPANY**

**ARTICLE I**

**NAME**

The name of this corporation is: **CAREL WORLDWIDE HOLDING COMPANY**, with its principal office located at 928 Lincoln Rd., Miami, Florida 33139.

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TALLAHASSEE, FLORIDA

**ARTICLE II**

**DURATION**

This corporation shall exist in perpetuity.

**ARTICLE III**

**PURPOSE**

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$1.00 per value common stock which shall be designated "Common Shares".

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered agent of this corporation is: 928 Lincoln Road,

Miami Beach, FL 33139 and the name of the initial registered agent of this corporation at that

H4501315  
ACE INDUSTRIES, INC.  
84 NW 11th Street  
Miami, FL 33139  
305-350-2271

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address is: Michel Kouliche

**ARTICLE VI**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are: Michel Kouliche, 928 Lincoln Rd., Miami Beach, FL 33139.

**ARTICLE VII**

**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: Michel Kouliche.

**ARTICLE VIII**

**BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

**ARTICLE IX**

**POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

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**ARTICLE X**

**INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI**

**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto; any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of January, 1995.

Michel Kouliche  
Michel Kouliche

STATE OF FLORIDA  
COUNTY OF Dade

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of January, 1995, by Michel Kouliche who is personally known to me or who has produced as identification as identification.



Louis Schwarzkopf  
NOTARY PUBLIC  
My Commission Expires:

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DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT

In pursuance of Chapters 48.091 and 607, Florida Statutes, CAREL WORLDWIDE HOLDING COMPANY, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at: 928 Lincoln Rd., Miami Beach, FL 33139 has named Michel Kouliche located thereat as its registered agent to accept services of process within this State.

By: M. Kouliche  
Michel Kouliche

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: M. Kouliche  
Michel Kouliche

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TALLAHASSEE, FLORIDA

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