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5:01 PM PUBLIC ACCESS SYSTEM (((H95000001858)))
SHEET TO: DIVISION OF CORPORATIONS FROM: FILINGS, INC. DEPARTMENT OF
STATE 3732 NW 16TH ST STATE OF FLORIDA 409 EAST GAINES STREET
FT LAUDERDALE FL 33311- TALLAHASSEE, FL 32399 CONTACT: TERESA ROMAN
FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904) 385-6761
(((H95000001858))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CARREZ FLORIDA SALES, INC. FAX AUDIT NUMBER: H95000001858
CURRENT STATUS: REQUESTED DATE REQUESTED: 02/14/1995 TIME REQUESTED:
17:01:05 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0 NUMBER OF
PAGES: 5 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$122.50
ACCOUNT NUMBER: 072720000101 Note: Please print this page and use it as a cover
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(((H95000001858))) ** ENTER 'M' FOR MENU. **

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ARTICLES OF INCORPORATION
OF
CARREZ FLORIDA SALES, INC.

FILED
95 FEB 15 AM 10:30
TALLAHASSEE, FLA.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: Carrez Florida Sales, Inc.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz.

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

These Articles of Incorporation were prepared by: Arthur N. Razor, Esq. #251003

2501 East Commercial Blvd., Suite 210, Ft. Lauderdale, Florida 33308

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To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

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To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$100.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Lewis W. Currier III
7966 South West 6th Street
North Lauderdale, Florida 33068

ARTICLE VI

The initial Board of Directors shall consist of a total of one (1) person and the name and address of the person who is to serve as the initial director is:

Juan L. Gutierrez
2301 South Ocean Drive
Suite 1708
Hollywood, Florida 33309

ARTICLE VII

The address of the principal office of this corporation is:

2301 South Ocean Drive
Suite 1708
Hollywood, Florida 33309

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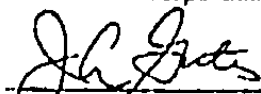
P. 5

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Juan L. Gutierrez
2301 South Ocean Drive
Suite 1708
Hollywood, Florida 33309

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 3rd day of February, 1995.




Juan L. Gutierrez

STATE OF FLORIDA)

COUNTY OF BROWARD)

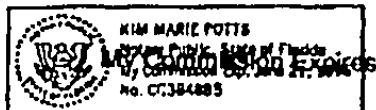
Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Juan L. Gutierrez known to me and known by me to be the person(s) who executed the foregoing articles of incorporation, and who produced FLDL# 634243243 108 as identification and he acknowledged before me that he executed those articles of incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 3 day of February, 1995.



Print Name: Kim Marie Potts

Notary Public



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P. 6

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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 007.34 Florida Statutes, the following is submitted, in compliance with said Act:

Carrez Florida Sales, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at Hollywood, County of Broward, State of Florida has named **Lewis W. Currier III** located at North Lauderdale, County of Broward, State of Florida, at its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: *Lewis W. Currier III*
Lewis W. Currier III
Registered Agent

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95 FEB 15 AM 10:19
CLERK OF COURT
FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 28, 1997

CARREZ FLORIDA SALES, INC.
2301 SOUTH OCEAN DRIVE
SUITE 1708
HOLLYWOOD, FL 33309

SUBJECT: CARREZ FLORIDA SALES, INC
Ref. Number: P95000012732

Debit Memo #: 8297-O

This is to inform you that check #1062 in the amount of \$165.00 submitted with the annual report for CARREZ FLORIDA SALES, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after July 28, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 697A00028869

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June 4, 1997

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****180.00 ****180.00

REPLACEMENT FEE 1997

ANNUAL REPORT: CARREZ FLORIDA
SALES, INC.

DEBIT MEMO: # 8297-0

CHECK #: 1062