

P9500001388/

Marc I. Feig

8000 PETERS ROAD
PLANTATION, FLORIDA 33324
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MARC I. FEIG
MEMBER OF FLORIDA
AND NEW YORK BAR

ALAN H. POLLACK
OF COUNSEL
MEMBER FLORIDA
AND NEW YORK BAR

February 16, 1995

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-02/17/95--01083--016
****122.50 ****122.50

RE: Articles of Incorporation of 114 Clematis, Inc., a
Florida Corporation
Our File No.: 12.33-88.81

Dear Ladies and Gentlemen:

Enclosed herewith please find the following documentation:

1. Original and one (1) copy of Articles of Incorporation of 114 Clematis, Inc., a Florida Corporation;
2. Marc I. Feig check number 2222 in the sum of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50), said sum represents fee for filing, certified copy and registered agent designation;
3. Original Federal Express airbill for return of certified copy to the undersigned.

If the enclosed documents are in order, kindly cause the same to be filed with the Secretary of state. Thereafter, please return the certified copy to the undersigned via federal express in the envelope provided for your convenience.

Thanking you in advance for your prompt attention and cooperation in this matter, and should you have any questions regarding this matter, please feel free to contact me in my office.

Very truly yours,

BY:

MARC I. FEIG

MIF/dn
encls.
cc: Doron Valero

FILED
1995 FEB 17 PM 2:00
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
114 CLEMATIS, INC.**

FILED

1995 FEB 17 PM 2:00

STATE
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator of this Corporation, pursuant to Chapter 607, Florida Statutes, as amended, adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is:

**114 CLEMATIS, INC.
1036 N.E. 203rd Lane
North Miami Beach, Florida 33179**

ARTICLE II

The general nature of the business to be conducted by this Corporation shall be to engage in operating a company to acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any land owned, held or occupied by the Corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any land so owned, held or occupied, and to encumber or dispose of any land or interest in land, and any buildings or other structures, and any stores, shops, suite, rooms or part of any buildings or other structures, at any time owned or held by the Corporation.

To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in equipment, furnishing, improvement, development, or management of any

property, real or personal, at any time owned, held or occupied by the Corporation, and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to encumber or dispose of any personal property at any time, owned or held by the Corporation; and

To carry on any other business or enterprise which may be carried on or exercised by a Corporation, organized pursuant to the Florida General Corporation Act.

The Corporation has been organized for the purposes of transacting any or all lawful business, and may do any and all things herein mentioned as fully as to the same extent as a natural person might or could do, to-wit:

(a) To engage in all aspects of business allowed by law concerning real and personal property;

(b) To purchase, or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of and to invest, trade, deal in, and deal with goods, wares, merchandise, or other personal property of every class and description whatsoever;

(c) To buy, sell, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said businesses;

(d) To operate and maintain stores, warehouses, buildings, or any other real property for the carrying out of any of the foregoing businesses;

(e) To lease, hire or otherwise acquire, to own, to hold, maintain, improve, alter and to sell, convey, mortgage or otherwise dispose of real and personal property and any interest therein;

(f) To guarantee, to acquire by purchase, subscription or otherwise hold for investment, to otherwise sell, assign transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or any evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes, to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same is permitted in the case of a Corporation organized under the General Corporation Laws of the State of Florida, any Corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purposes;

(g) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, and contracts of every kind, to cause to be formed, promote and to aid in any way in the formation of any Corporation, domestic or foreign;

(h) To act as financial, business and purchasing agent for domestic and foreign Corporations, individuals, partnerships, associations, state governments, or other bodies;

(i) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage, or otherwise dispose of, letters patent of

the United States or of any foreign country, patents, patent rights, licenses, and privileges, inventions, improvements, and processes, copyrights, trademarks and trade names or pending applications therefore, relating to or useful in connection with the business of the Corporation or any other Corporation in which the Corporation may have an interest as a stockholder or otherwise;

(j) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures or other obligations, and evidences of indebtedness payable at a specific time or payable upon the happening of a specific event, whether secured by a mortgage, pledge or otherwise, or unsecured, for money borrowed in payment for property purchased or acquired, or for any other lawful objects;

(k) To acquire by purchases, subscription, or otherwise, and to hold for investment, and to own, sell, hold, vote and handle shares of stock in other Corporations;

(l) To have one or more officers conduct its business and promote its objects within and without the State of Florida, in other states, in the District of Columbia, and in the territories, possessions and dependencies of the United States, and in foreign countries without restriction as to place or amount;

(m) To do all and everything necessary and proper for the accomplishment of any of the purposes or attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation, or any amendment thereof, necessary or

incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee, or otherwise, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles.

ARTICLE III

This Corporation shall have perpetual existence, unless dissolved pursuant to law.

ARTICLE IV

This Corporation is authorized to issue Seven Thousand Five Hundred Shares (7,500) at One Dollar (\$1.00) Par Value Common Stock, which shall be designated "Common Shares". The Board of Directors may authorize the issuance of such stock to such persons upon such term and for such consideration as they may deem appropriate. The consideration may include money or other property, which property shall be received at just valuation to be fixed by the Board of Directors of this Corporation. All of such stock, when issued, shall be fully paid for, and exempt from assessment. No stockholder of this Corporation shall, because of his or her ownership of stock, have any preemptive or other right to purchase, subscribe for, or take any part (prorata or otherwise) of any securities, (equity, debt, or otherwise), or options, rights, or warrants, to purchase any such securities, issued or sold by this Corporation, whether for cash or for property, and whether now or hereafter authorized.

ARTICLES V

The amount of capital with which this Corporation will begin business shall not be less than Seven Thousand Five Hundred Dollars (\$7,500.00).

ARTICLE VI

The name and street address of the first Board of Directors is:

DORON VALERO, President, Secretary and Treasurer, 1036 N.E. 203rd Lane, North Miami Beach, Florida 33179

ARTICLE VII

The street address of the initial place of business of this Corporation shall be 1036 N.E. 203rd Lane, North Miami Beach, Dade County, Florida 33179.

ARTICLE VIII

The name and address of the initial registered agent of this Corporation is:

**ALLAN MARCUS
ATTORNEY AT LAW
20803 Biscayne Boulevard
Suite 301
North Miami Beach, Florida 33180**

ARTICLE IX

The name and street address of the original subscriber to these Articles of Incorporation is:

DORON VALERO, President, Secretary and Treasurer

ARTICLE X

In the absence of fraud, no contract, or other transaction between this Corporation and any other person, corporation, firm, association or partnership shall be affected or invalidated by the fact that any director or officer of this Corporation is

pecuniarily or otherwise interested in such contract or other transaction, or in any way connected with any person, firm, association, partnership, or corporation pecuniarily or otherwise interested therein. Any director may be counted in determining the existence of a quorum, at any meeting of the Board of Directors of this Corporation, for the purpose of authorizing any such contract, or transaction with like force and effect, as if he were not so interested, or were not a director, member or officer of any such other Corporation, firm, association or partnership.

ARTICLE XI

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XII

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

ARTICLE XIII

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

ARTICLES XIV

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

ARTICLE XV

The initial Board of Directors shall consist of one (1) member. The number of Directors may be increased or decreased from time to time by a vote of Shareholders.

ARTICLE XIV

The existence of this Corporation shall commence on the date of the subscription and acknowledgment of the Articles of Incorporation, February 14, 1995.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 14 day of February, 1995.



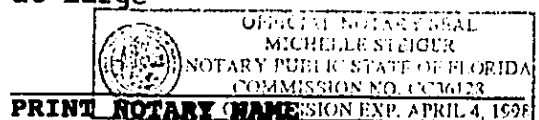
DORON VALERO, SUBSCRIBER

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared **DORON VALERO**, who is personally known to me or who has produced _____ as identification and who did take an oath, and who executed the foregoing Articles of Incorporation.

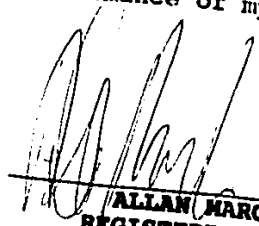
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14th day of February, 1995.


NOTARY PUBLIC, State of Florida
at Large



My Commission Expires:

HAVING BEEN NAMED to accept service of process for the state Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


ALLAN MARCUS
REGISTERED AGENT