

P95000031874

EDWARD de R. CAYIA, P.A.
ATTORNEY AT LAW
432 N.E. THIRD AVENUE
FORT LAUDERDALE, FLORIDA 33301
BROWARD (954) 765-1400 / FAX: (5) 765-1421

FILED
95 APR 19 PM 2 17
TALLAHASSEE, FLORIDA

April 17, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED
04/17/95
122.50

Re: NOIR, INC.

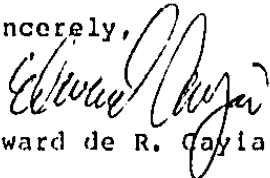
Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for the above-referenced corporation, and my operating account check #2718 in the amount of \$122.50 covering the various fees.

Please forward a certified copy of the Articles, and the Charter Number to this office at the above address.

Thank you for your attention to this matter.

Sincerely,



Edward de R. Cayia, P.A.

EC/ss

Enclosures

AKG 4/24

ARTICLES OF INCORPORATION
OF
NOIR INTERNATIONAL, INC.

FILED
MAR 19 1971
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be NOIR INTERNATIONAL, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: To engage in all legally authorized business practices in the State of Florida, and to do any and all other acts necessary to the fulfillment of such endeavors.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$5.00 value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 7419 N.W. 72 Terrace, Tamarac, FL 33321. The name of the initial registered agent of this corporation at that address is SAMUEL ROSENBLATT.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased from time to time according

to the ByLaws. The name and address of the Initial Director of the corporation is: SAMUEL ROSENBLATT at 7419 N.W. 72nd Terrace, Tamarac, FL 33321.

ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is as follows: SAMUEL ROSENBLATT of 7419 N.W. 72nd Terrace, Tamarac, FL 33321.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal the ByLaws shall be vested in the Board of Directors and shareholders.

ARTICLE IX. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder three (3) business days prior to the meeting date.

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

Fifty one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation, shall be managed under the direction of the Board of Directors of the corporation.

ARTICLE XII. DIRECTORS' TERMS

The shareholders of this corporation shall be entitled to remove any Director from office during his term.

ARTICLE XIII. DIRECTOR QUORUM AND VOTING

One Director shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the majority of the Directors present shall be the act of the Board of Directors.

ARTICLE XIV. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone, as provided by law.

ARTICLE XV. ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE XVI. INDEMNIFICATION

This corporation shall indemnify all officers or Directors or any former officer or Director, to the full extent permitted by law, so long as he was acting in the best interests of the corporation.

ARTICLE XVII. AMENDMENT

This corporation reserves the right to amend or repent any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has

executed these Articles of Incorporation on this 12 day of April, 1995.

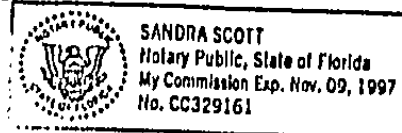
Samuel Rosenblatt
SAMUEL ROSENBLATT, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing Instrument was acknowledged before me on this 12 day of April, 1995 by SAMUEL ROSENBLATT, personally known to me, or identified by ALA, D.L., without an oath.

Sandra Scott
Notary Public - State of Florida
at Large

My commission expires:



The undersigned, having been named as Registered Agent to accept Service of Process for NOIR INTERNATIONAL, INC., at 7419 N.W. 72nd Terrace, Tamarac, FL 33321, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the complete and proper performance of his duties.

Samuel Rosenblatt
SAMUEL ROSENBLATT, Reg. Agent

FILED
95 APR 19 PM 2:10
TALLAHASSEE, FLORIDA
SECRETARY OF STATE