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FRANK ZACHERL, ESQ
1876 N. UNIVERSITY DRIVE S-309D
PLANTATION FL ZIP 33322-4102

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Clown-O-Gram, Inc. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

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☐ Walk in ☐ Pick up time ______ ☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

	NEW FILINGS
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials	

CR2E031(10/92)

ARTICLES OF INCORPORATION
of
CLOWN-O-GRAM, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be Clown-O-Gram, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

14505 S.W. 156 Terrace
Miami, Florida 33177

ARTICLE III - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Frank A. Zacherl III, Esq.
The Law Offices of Frank A. Zacherl III, P.A.
1876 N. University Drive, Suite 308-D
Plantation, Florida 33322-4102

ARTICLE IV - INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Names	Street Addresses
Robert Scuteri	14505 S.W. 156th Street Miami, Florida 33177
Mark Goldwich	6252 N.W. 175th Terrace Hialeah, Florida 33015

ARTICLE V - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock having a 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 and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future with a value in the judgment of the directors equivalent to or greater than the full par value of the shares. This stock shall initially be issued to and owned by the incorporators as follows:

Names	Ownership Interest
Robert Scuteri	650 shares
Mark Goldwich	350 shares

ARTICLE VI - PURPOSE

The general purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE VII - EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VIII - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE IX - BOARD OF DIRECTORS AND OFFICERS

The corporation shall have two directors and two officers initially. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation, but shall never be less than two. The officers shall be president, vice-president, secretary, and treasurer. No treasurer or secretary shall be initially appointed, although the board of directors shall have the right to appoint shareholders in the corporation to these offices at their discretion. The name and street address of the initial directors of this corporation, together with their titles as officers, are:

Names/Officers	Street Addresses
Robert Scuteri/President	14505 S.W. 156th Street Miami, Florida 33177
Mark Goldwich/Vice President	6252 N.W. 175th Terrace Hialeah, Florida 33015

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE XI - BYLAWS

The corporation's Board of Directors is specifically authorized from time to time to adopt bylaws not inconsistent herewith or with shareholder agreements restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XII - CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act and its amendments and modifications. The Board of Directors and the Shareholders by a majority vote, shall have the power to adopt, alter, amend, or repeal the bylaws of this corporation.

ARTICLE XIII - MEETINGS

Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action.

Any action required or permitted by law to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the Board of Directors.

ARTICLE XIV - INDEMNIFICATION

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses including attorneys fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. such indemnification may, in the discretion of the Board of Directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled as a matter of law.

The undersigned incorporators have executed these Articles of Incorporation this 4th day of April, 1995.

95 APR 12 PM 3:48

Robert Scuteri

Mark Goldwich

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Robert Scuteri and Mark Goldwich, personally known to me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 4th day of April, 1995.

Notary Public, State of Florida
At Large

FRANK ZACHERL
Written Name of Notary Public

1876 N. UNIVERSITY J-308
Address of Notary Public

My Commission expires:

FRANCIS A ZACHERL III
My Commission CC341947
Expires Jan. 13, 1998
Bonded by HAI
800-422-1555

ACCEPTANCE AS REGISTERED AGENT

Pursuant to Chapter 48.081, Florida Statutes, the following is submitted in compliance with said Act.

FIRST, that CLOWN-O-GRAM, INC., desiring to organize under the laws of the State of Florida, with is principal office as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named FRANK A. ZACHERL III, ESQ., who is located at 1876 N. University Drive, Suite 308-D, City of Plantation, County of Broward, State of Florida, as its agent to accept service of process within this State.

FRANK A. ZACHERL III, ESQ.

TITLE: Registered Agent
DATE: 4-4-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED BUSINESS ORGANIZATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION AND THIS ACCEPTANCE AS REGISTERED AGENT, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

FRANK A. ZACHERL III

DATED: 4-4-95