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DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
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FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135- 3302-0000  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3084  
FAX: (305) 541-3770

(((H95000004695))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: CLARK INTERIM CORP.

FAX AUDIT NUMBER: H95000004695  
DATE REQUESTED: 04/26/1995  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 4  
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED  
TIME REQUESTED: 12:52:01  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 072450003255

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95 APR 26 PM 4: 04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*  
4/27/95

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ARTICLES OF INCORPORATION

OF

CLARK INTERIM CORP.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
95 APR 26 PM 4: P.06  
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The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is CLARK INTERIM CORP. (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is 645 Washington Avenue, Miami Beach, Florida 33139.
- THIRD: The Corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: 645 Washington Avenue, Miami Beach, Florida 33139 and the registered agent at that address is: Graham Clark.
- FIFTH: The name and address of the incorporator of the Corporation is: Graham Clark, 645 Washington Avenue, Miami Beach, Florida 33139.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is: Graham Clark, 645 Washington Avenue, Miami Beach, Florida 33139.
- EIGHTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- TENTH: The corporate existence of the Corporation shall commence upon the filing of these articles of incorporation.

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CORPUS 66550001AALM.25A  
850425

William C. Philippi, P.A.  
201 S. Biscayne Blvd., Suite 3000  
Miami, Florida 33131  
Florida Bar #190129  
(305) 373.9400

APR-26-1995 12:34 FROM EMPIRE

TO DIV CORP ELT '81 P.07

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this ~~22~~<sup>25</sup> day of April, 1995.

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\_\_\_\_\_  
Graham Clark, Incorporator

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**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0805 of the Florida Business Corporation Act.

  
\_\_\_\_\_  
Graham Clark

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95 APR 26 PM 4: 04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H9500000 4695

**P95000032871**

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

**ARTICLES OF MERGER  
Merger Sheet**

**MERGING:** -----

**CLARK INTERIM CORP., a Fla corporation P95000032871**

**INTO**

**L'ESCALE, INC., a Florida corporation, P94000034120.**

**File date: April 28, 1995 , effective April 30, 1995**

**Corporate Specialist: Annette Hogan**