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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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(((H95000008947)))
NAME: SUNGOLD GENERAL BUSINESS OF FLORIDA CORP.
FAX AUDIT NUMBER: H95000008947
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ARTICLES OF INCORPORATION

OR

SUNGOLD GENERAL BUSINESS OF FLORIDA CORP.

FILED
CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
JUL 14 1995
FBI

ARTICLE I - NAME

The name of this corporation is: **SUNGOLD GENERAL BUSINESS OF FLORIDA CORP.**

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence and may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One (1,000) Thousand shares of common stock at One (\$1.00) Dollar par value.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate

YDELY Q. FORTZ, Esq. (Florida Bar #300993)
2335 Brickell Avenue, Messanine Suite
Miami, Florida 33129
Phone: (305) 854-7575
Fax: (305) 856-2527

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The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

THE UNIVERSITY OF CHICAGO

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other.

The street address of the initial registered office of this corporation is 15376 Southwest 111 Street, Miami, Florida 33196, and the name of the initial registered agent of this corporation at that address is ALFREDO PERALTA.

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

to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ALFREDO PERALTA	15176 Southwest 111 Street Miami, Florida 33196

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such [person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may lawful

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entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and not act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE I - REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a

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Miami, Florida 33196

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approved at a stockholders meeting by a majority of the stock
entitled to vote thereon.

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

Alfredo Peralta G.
ALFREDO PERALTA

STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, a Notary Public authorized to take
acknowledgments in the state and county set forth above, personally
appeared ALFREDO PERALTA known to me to be the person who executed
the foregoing Articles of Incorporation, and he acknowledged before
me that he subscribed 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
14th day of August, 1995.

My Commission Expires:



FERNANDO MALEK
MY COMMISSION # 0048873 EXPIRES
December 31, 1998
ISSUED BY THE FLORIDA BOARD OF NOTARIES, INC.

F. J. Malek
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

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First---That SINGOLD GENERAL BUSINESS OF FLORIDA CORP. desiring to organize under the laws of the State of Florida with its principal office located at 15376 Southwest 111 Street, Miami, Florida 33196, as indicated in the Articles of Incorporation at city of Miami, County of Dade, State of Florida has named ALFREDO VERALTA located at 15376 Southwest 111 Street, City of Miami, County of Dade, State of Florida, as its agent to accept services of process within this State.

ACKNOWLEDGMENT:

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:


ALFREDO VERALTA
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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