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FLORIDA DIVISION OF CORPORATIONS  
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SUITE 200

400 EAST PALM STREET

MIAMI FL 33135-731-

TALLAHASSEE FL 32303

CONTACT: RAY STORMONT

FAX: (904) 224-4400

PHONE: (305) 541-3094

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CARILLON DEVELOPMENT GROUP, INC.

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**ARTICLES OF INCORPORATION  
OF  
CARILLON DEVELOPMENT GROUP, INC.**

(7)

**ARTICLE I - NAME**

The name of this corporation is CARILLON DEVELOPMENT GROUP, INC.

**ARTICLE II - DURATION**

This corporation shall commence on the date of these Articles.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business; including but not limited to:

- a) Contracting on a fixed basis to perform certain services on customers home.
- b) Pursue its purposes and business in any and all locations, foreign or domestic.
- c) Acquire, own, hold, develop, deal in and with, maintain and operate, such real and personal property of every kind and description within and without the State of Florida.
- d) Buy and sell real and personal property of any nature whatsoever.
- e) Convey, sell, assign, transfer, lease mortgage, pledge, exchange or otherwise deal with any property.
- f) Import and export wares, goods and merchandise of any nature whatsoever.
- g) Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.
- h) Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.
- i) Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.
- j) Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.

Maria Behar Millan, Esq.  
420 Lincoln Rd. # 201  
Miami Bch., FL 33139

FBN. 814717  
(305) 538-9211

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k) Enter into, make and perform contracts of every kind and description with any person, firm, association or corporation conducive to the attainment of any of the objects or purposes of the corporation.

l) Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms and/or corporation.

m) Guarantee performance by any other person and/or entity.

In general, this corporation may, without restriction, perform any and all acts and functions permitted by law.

#### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of one (\$1.00) Dollar par value common stock. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America or property, labor or services at a valuation to be fixed by the Director.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 420 Lincoln Road, Suite 201, Miami Beach, Florida 33139, and the name and address of the initial registered agent is Maria Behar Millan, Esq., 420 Lincoln Road, Suite 201, Miami Beach, Florida 33139.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is Guillermo Socarras, 420 Lincoln Road, Suite 201, Miami Beach, Florida 33139.

#### ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

Guillermo Socarras  
420 Lincoln Road, Suite 201  
Miami Beach, Florida 33139

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**ARTICLE VIII - 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 be lawfully 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 no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation is peculiarly 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 peculiarly 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 of Directors 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 IX - OFFICERS**

This corporation shall initially have one (1) officer; a President/Treasurer. The number and type of officers may be changed from time to time by the By-Laws, but never be less than one (1) officer; the President. The name and address of the officer is as follows: Guillermo Socarras, 420 Lincoln Road, Suite 201, Miami Beach, Florida 33139.

### ARTICLE X - BY-LAWS

The power to adopt, alter, amend, or repeal By-laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

### ARTICLE XI - 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 majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

### ARTICLE XII - PREEMPTIVE RIGHTS

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 others.

### ARTICLE XIII - AMENDMENT

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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of January, 1996.

  
 GUILLERMO SOCARRAS  
 INCORPORATOR

STATE OF FLORIDA )  
 )SS:  
 COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, appeared Guillermo Socarras, known to me and known by me to be the

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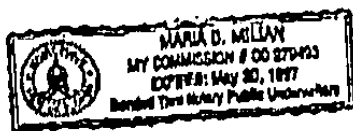
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person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 9th day of January, 1996.

*Maria D. Millan*  
Notary Public, State of Florida at Large

My commission expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, FLORIDA STATUTES, the following is submitted:

That Carillon Development Group, Inc., desiring to organize or qualify under the Laws of the State of Florida with its principal place of business as indicated in the Articles of Incorporation at City of Miami Beach, County of Dade, State of Florida, has named MARIA BEHAR MILIAN, located at 420 Lincoln Road, Suite 201, Miami Beach, Florida 33139, as its agent to accept service of process within the State of Florida.

  
GUILLERMO SOCARRAS, President

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

Having been designated as the Registered Agent for service of process within the State of Florida for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of the Florida Statutes relating to the duties of a registered agent so designated.

  
MARIA BEHAR MILIAN  
Registered agent

SECRETARY OF  
STATE  
TALLAHASSEE, FLORIDA

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