

JAN-17-1996 14147 FROM SHAPO, FREEDMAN ET AL TO 19049224000 P.01

P96000005425

1/16/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

10:31 AM

((H96000000703))

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: SHAPO, FREEDMAN & FLETCHER, P.A.  
FIRST UNION FINANCIAL CENTER 8  
200 BISCAYNE BLVD ST 4750  
MIAMI FL 33131-2352

CONTACT: HOWARD A COHEN  
PHONE: (305) 358-4440  
FAX: (305) 358-0521

((H96000000703))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: CAVIAR HOUSE (RETAIL) USA, INC.

FAX AUDIT NUMBER: H96000000703

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/16/1996

TIME REQUESTED: 10:31:44

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$131.25

ACCOUNT NUMBER: 072416000710

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed number on the top and bottom of all pages of the document.

((H96000000703))

FILED  
95 JAN 17 PM 4:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1/18

DIVISION OF CORPORATIONS

96 JAN 17 PM 3:59

RECEIVED

Fax Audit N° H96000000703

**ARTICLES OF INCORPORATION**  
**OF**  
**CAVIAR HOUSE (RETAIL) USA, INC.**

FILED  
25 JAN 17 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

**ARTICLE 1.**  
**NAME**

The name of this corporation shall be:

Caviar House (Retail) USA, Inc.

**ARTICLE 2.**  
**COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of execution of these Articles of Incorporation by the incorporator. This corporation's duration shall be perpetual.

Prepared by:  
Howard Allen Cohen, Esq.  
Florida Bar N° 190281  
Shapo, Freedman & Fletcher, P.A.  
200 S. Biscayne Boulevard, Suite 4750  
Miami, Florida 33131-2352  
Tel.: (305) 358-4440  
Fax: (305) 358-0521

Fax Audit N° H96000000703

**ARTICLE 3.  
AUTHORITY**

This corporation shall have the authority to engage in any activity or business permitted under the laws of the United States and of the State of Florida and any other jurisdiction wherein it may conduct business.

**ARTICLE 4.  
CAPITAL STOCK**

This corporation shall have the authority to issue the following shares of par value common capital stock:

Number of Shares	1,000
Par Value Each	\$0.10

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, or any combination of the foregoing or such other consideration allowable by law.

Each share of common stock of this corporation shall entitle the holder thereof to one vote upon each proposal presented at lawful meetings of the stockholders. No holder of common stock of this corporation shall be entitled to any right of cumulative voting.

**ARTICLE 5.  
INITIAL ADDRESS**

The initial street and mailing address of the principal office of this corporation in the State of Florida shall be:

200 South Biscayne Boulevard  
4750 Southeast Bank Building  
Miami, Florida 33131

Fax Audit N° H96000000703

The Board of Directors may, from time to time, move the principal office to any other address to which it seems pertinent in the interest of the corporation, either within or without the State of Florida.

**ARTICLE 6.  
REGISTERED AGENT & OFFICE**

This corporation's initial registered agent and the address of this corporation's initial registered office shall be:

**SOUTH FLORIDA RESIDENT AGENTS, INC.**  
200 South Biscayne Boulevard  
4750 Southeast Bank Building  
Miami, Florida 33131

The Board of Directors may, from time to time, move the registered office to any other address to which it seems pertinent in the interest of the corporation within the State of Florida.

**ARTICLE 7.  
DIRECTORS**

This corporation shall have one (1) director initially. The stockholders may, from time to time and at any time, raise or lower the number of directors of this corporation by so providing in the Bylaws of the corporation or by amending the Bylaws of the corporation, provided that there shall always be at least one director, and said director need not be a citizen of the United States of America.

**ARTICLE 8.  
INITIAL DIRECTOR**

The name and street address of the first director shall be as follows:

**THOMAS RANDALL EMCH**  
Caviar House (Retail) AG  
Rue du Rhône, 30  
CH-1204 Genève  
Switzerland

**Fax Audit N° H96000000703**

The initial director shall hold office until the first annual meeting of the shareholders or until his successor shall be duly elected or appointed and qualified.

**ARTICLE 9.  
SUBSCRIBER**

The name and street address of the subscriber to these Articles of Incorporation is:

**THOMAS RANDALL EMCH  
Caviar House (Retail) AG  
Rue du Rhône, 30  
CH-1204 Genève  
Switzerland**

**ARTICLE 10.  
NO PREEMPTIVE RIGHTS**

No holder of stock of any class of this corporation (or any subscriber) shall be entitled as of right, merely because he is a shareholder, to purchase any part of the unissued stock of the corporation of any class, or of any additional stock of any class to be issued by reason of any increase in the authorized capital stock of the corporation, or of bonds, certificates of indebtedness, debentures or other securities convertible into or carrying the right to purchase stock of the corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into or carrying the right to purchase stock may be issued and disposed of by the Board of Directors to such person, firms, corporation or associations, and upon such terms as the Board of Directors may, in its absolute discretion, determine, without offering to the stockholders then of record, of any class, any thereof, on the same terms or on any terms, with all preemptive or preferential right of purchase of every kind, if any, being waived by each and every stockholder.

**ARTICLE 11.  
MISCELLANEOUS**

a. The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the stockholders or the directors. The stockholders may amend, alter or repeal by Bylaw adopted by the stockholders, and the

Fax Audit N° H96000000703

directors may not adopt Bylaws that would be in conflict with the Bylaws adopted by the stockholders.

b. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objections at such meeting to any defect or insufficiency of notice. Members of the Board of Directors shall be deemed present at a meeting of such Board of Directors if a conference telephone or similar communication equipment is used by means of which all persons participating in the meeting can hear each other.

c. Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of this duty as such officer or director.

I, THE UNDERSIGNED, being the Subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly, hereunto set my hand and seal this 17 day of January, 1996.

  
Thomas Randall Emch

#### ACCEPTANCE BY REGISTERED AGENT

I, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agree to act in this capacity, and I am familiar

JAN-17-1996 14:58 FROM SHAPO, FREEDMAN ET AL

TO

19849224800 P.07

Fax Audit N° H96000000703

with, and accept, the obligations of this position and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SOUTH FLORIDA RESIDENT  
AGENTS, INC., a Florida corporation

By: \_\_\_\_\_

Ronald A. Shapo

Title: President \_\_\_\_\_

Date: January 17, 1996

FILED  
96 JAN 17 PM 4:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

0215.001 011696 (1037)  
F:\WPDATA\01\BLNK\02493

P96000005427

11/20/96  
10:12 AM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H96000016370 4))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: SHAPO, FREEDMAN & FLETCHER, P.A.  
CONTACT: HOWARD A COHEN  
PHONE: (305) 358-4440

ACCT#: 072416000710

FAX #: (305) 358-0521

NAME: CAVIAR HOUSE (RETAIL) USA, INC.  
AUDIT NUMBER.....H96000016370  
DOC TYPE.....DISSOLUTION  
CERT. OF STATUS..1  
CERT. COPIES.....1

PAGES..... 1  
DEL.METHOD.. FAX  
EST.CHARGE.. \$96.25

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

RECEIVED  
NOV 20 PM 4:18  
DIVISION OF CORPORATIONS

*Cerco's  
Funds*

FILED  
96 NOV 20 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



November 20, 1996

CAVIAR HOUSE (RETAIL) USA, INC.  
200 SOUTH BICAYNE BLVD.  
4750 S.E. BANK BLDG.  
MIAMI, FL 33131

SUBJECT: CAVIAR HOUSE (RETAIL) USA, INC.  
REF: P96000005427

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The prepared by statement is not legible.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H96000016370  
Letter Number: 096A00052865

Fax Audit N° H96000016370 4

**ARTICLES OF DISSOLUTION  
CAVIAR HOUSE (RETAIL) USA, INC.**

Pursuant to section 607.1403, Florida Statutes, the undersigned corporation submits the following articles of dissolution:

1. The name of the corporation is Caviar House (Retail) USA, Inc..
2. The date of dissolution was authorized: November 14, 1996.
3. Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval. Voting by voting groups was not required.

SIGNED this 14 day of November, 1996.

CAVIAR HOUSE (RETAIL) USA,  
INC., a Florida corporation

By: Thomas Randall Emch  
Thomas Randall Emch, as President

Prepared by:  
Howard Allen Cohen, Esq.  
Florida Bar N° 190281  
Shapo, Freedman & Fletcher, P.A.  
200 S. Biscayne Boulevard, Suite 4750  
Miami, Florida 33131-2352  
Tel.: (305) 358-4440  
Fax: (305) 358-0521

6215.001 112096 (15:41)  
P:\WP\DATA\ORDOC\73513.1

Fax Audit N° H96000016370 4

FILED  
96 NOV 20 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA