

P960000025758

Requestor's Name
 444 Coconut Isle
 Address
 FORT LAUDERDALE, FL 33301
 City/State/Zip Phone #
 (954) 774-7403

Office Use Only

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

1. Celebrity Restaurant Group, Inc.
 (Corporation Name) (Document #)
2. International Property Investments, Inc.
 (Corporation Name) (Document #)
3. The Araldo Corporation 300001755258
 (Corporation Name) (Document #) 03/25/96--01003--003
 ****210.00 ****70.00
4. _____
 (Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certified Copy
☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 DIVISION OF CORPORATION

SECRET STATE
 96 MAR 22 PM 4:22

Handwritten signature/initials

Examiner's Initials

ARTICLES OF INCORPORATION

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DIVISION OF CORPORATIONS

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THE UNDERSIGNED subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation for profit under Chapter 607 of the Florida Statutes.

Article I

Name

The name of the Corporation is **The Araldo Corporation**

Article II.

Authorized Business

The Corporation shall engage in any activity or business not otherwise prohibited by the laws of the United States or the State of Florida.

Article III.

Principal Office & Initial Registered Agent

The address of the principal office within the State of Florida, as well as the address of its initial registered agent, is 444 Coconut Isle, Ft. Lauderdale, Florida 33301. The name of initial registered agent of the Corporation at that address is Lee Shackelford.

Article IV

Capitalization

A. This Corporation is authorized to issue two classes of shares which shall be designated Common Stock and Preferred Stock, respectively. The total number of shares of Common Stock the Corporation is authorized to issue is 50,000,000, and the total number of shares of Preferred Stock the Corporation is authorized to issue is 15,000,000. Both the Common Stock and the Preferred Stock shall have a par value of \$0.001 per share.

B. The holders of the Common Stock shall be entitled to one vote per share of Common Stock in the election of directors and upon each other matter coming before any vote of shareholders.

C. Preferred Stock may be issued from time to time in one or more series, and the board of directors of the Corporation is hereby authorized, provided it acts in conformity with Section 607.0602 of the Florida Business Corporations Act, to determine the designation of any such ~~ser~~ *Page -2 of Four Pages* ~~ies~~, to fix the number of shares of any such series, and to determine and alter the rights, preferences, privileges, and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock. The board of directors is also authorized, within the limits and restrictions stated in any resolution or resolutions of the board originally fixing the number of shares constituting any series of Preferred Stock and that Section 607.0602, to increase or decrease (but not below the number shares of such series then outstanding) the number of shares of such series subsequent to the issue of that series.

D. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class or series, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

Article V. *Board of Directors*

The business and affairs of the corporation shall be managed by or under the direction of the board of directors. The number of directors shall initially be one and that director shall be designed by the undersigned incorporator in the organizational actions of this Corporation. Thereafter, the number directors shall be that number which is established, from time to time, by the shareholders or Board of Directors.

Article VI. *Limitation of Director Liability*

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived any improper personal benefit. If the Corporation Law of Florida is amended after the filing of the Articles of Incorporation of which this article is a part to authorize corporation action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Corporation Law of Florida, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Article VII.

Indemnification of Directors, Officers & Agents

The Corporation is authorized to provide indemnification of its directors, officers and agents to the fullest extent permissible under Florida law.

Article VIII.

Perpetual Existence

The corporation is to have perpetual existence.

Article IX.

Adoption and Amendments of By-Laws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is expressly authorized to make, amend and repeal the by-laws.

Article X.

Amendments of Articles of Incorporation

The corporation reserves the right to alter, amend or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights herein conferred are granted subject to this reservation.

Article XI.

Florida Statute 607.0901

This corporation expressly elects not to be governed by the provisions of Section 607.0901 of the Florida Statutes.

**Article XII.
Incorporator**

The name and address of the Incorporator of this Corporation is:

Lee Shackelford
444 Coconut Isle
Ft. Lauderdale, Florida 33301

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IN WITNESS WHEREOF, I have hereunder set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 22 day of March, 1996.



Lee Shackelford, Incorporator

Acceptance of registered Agent Designation

The undersigned, having been designated as the Registered Agent in the foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent for that Corporation under Section 607.0505, Florida Statutes.



Lee Shackelford, Registered Agent