

4/11/96

FLORIDA DIVISION OF CORPORATIONS

10:34 AM

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((H96000005131))

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TO: DIVISION OF CORPORATIONS

FROM: CLEBER ENTERPRISES, INC.

DEPARTMENT OF STATE

1982 W. FLORIAN ST

TALLAHASSEE, FL 32301

MIAMI, FL 33137

109 EAST BAY STREET

85-007 94

TALLAHASSEE, FL 32301

CONTACT: RAY NORMAN

FAX: (904) 922-4000

PHONE: (305) 541-3094

FAX: (305) 541-3770

((H96000005131))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CLEBER ENTERPRISES, INC.

FAX AUDIT NUMBER: H96000005131

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/11/1996

TIME REQUESTED: 10:34:43

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date 4/11

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1996 APR 11 11:51

H 96000005131

B & L Business Legal
141 NE 3rd Avenue # 206
Miami, FL 33132
(305) 373-6211
Elyane Bechtelger

6
FBI/ARLBY:
D & L BUSINESS LEGAL, INC.
141 NORTH EAST 3RD AVENUE
SUITE No 206 (305) 373-6211 TRL
MIAMI, FL 33132 (305) 373-7211 FAX

ARTICLES OF INCORPORATION

ARTICLE I -- NAME

THE NAME OF THIS CORPORATION IS: CLEBER ENTERPRISES, INC.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

255 EAST FLAGLER STREET
SUITE No. 71
MIAMI, FL. 33131

ARTICLE II -- PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV -- PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OR FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V -- INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

255 EAST FLAGLER STREET
SUITE No. 71
MIAMI, FL. 33131

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

CLEBER FRANK

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56 APR 11 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 2 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

JOSE ROBERTO BAPTISTA
PRESIDENT & DIRECTOR
100 KINGS POINT DR.
SUITE No. 505
NORTH MIAMI BEACH, FL. 33180

CLEBER FRANK
SECRETARY & DIRECTOR
774 NW 45th STREET
POMPANO BEACH, FL. 33064

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

JOSE ROBERTO BAPTISTA
100 KINGS POINT DR.
SUITE No. 505
NORTH MIAMI BEACH, FL. 33180

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

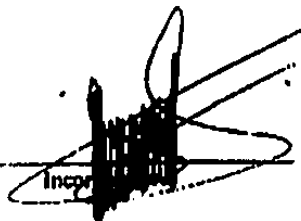
ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 09th DAY OF APRIL OF 1996.


Incorporator

H 96000005131

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT CLEBER ENTERPRISES, INC., DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE
COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:
CLEBER FRANK

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:
CLEBER FRANK

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 9 DAY OF APRIL, 1996.


Registered Agent

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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,
JOSE ROBERTO BAPTISTA

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

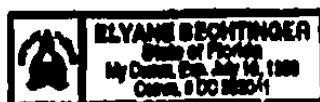
IN WITNESS WHEREOF, I HAVE HEREBUNDER SET MY HAND AND AFFIXED MY OFFICIAL
SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 09th DAY OF APRIL , 1996.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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SPECIFIC POWER OF ATTORNEY

BE IT KNOWN, THAT I, _____, OF MIAMI, FL. THE UNDERSIGNED, DO HEREBY GRANT A LIMITED AND SPECIFIC POWER OF ATTORNEY TO B & L BUSINESS LEGAL, INC. OF MIAMI, FL. -- AS MY ATTORNEY-IN-FACT. SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO UNDERTAKE AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF: MANAGE THE PROCEDURES IN ORDER TO OBTAIN FEIN #, ANY KIND OF BUSINESS LICENSES, INQUIRE ABOUT LIABILITIES WITH THE U. S., FLORIDA DEPARTMENTS, CUSTOMS, AND ANY OTHER GOVERNMENTAL OFFICE. THE AUTHORITY HEREIN SHALL INCLUDE SUCH INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO CARRY OUT AND PERFORM THIS SPECIFIC AUTHORITIES GRANTED HEREIN.

MY ATTORNEY-IN-FACT AGREES TO ACCEPT THIS APPOINTMENT SUBJECT TO ACT AND PERFORM IN SAID FIDUCIARY CAPACITY CONSISTENT WITH MY BEST INTEREST AS MY ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS ADVISABLE.

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION. THIS POWER OF ATTORNEY MAY BE REVOKED BY ME AT ANY TIME, AND SHALL AUTOMATICALLY BE REVOKED UPON MY DEATH, PROVIDED ANY PERSON RELYING ON THIS POWER OF ATTORNEY SHALL HAVE FULL RIGHTS TO ACCEPT AND RELY UPON THE AUTHORITY OF MY ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL NOTICE OF REVOCATION.

SIGNED UNDER SEAL THIS _____ DAY OF _____, 1996.

FILED
96 APR 11 PM 1:00
STATE
NOTARY PUBLIC
FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

On / / 1996 before me, ELYANE BECHTINGER personally appeared.

Personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is / are subscribed to the within instrument and acknowledged to me that he / she / they executed the same in his/her/their authorized capacity (ies), and that by his / her / their signature(s) on the instrument the person(s), or The entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS MY HAND AND OFFICIAL SEAL.

Signature _____


Notary Public

Affiant _____ Known _____ Produced ID _____
Type of ID _____

(Real)



H 960000 05131

P96000031696

Requestor's Name



Business Inc.

ce Use Only

141 N.E. 3rd. Ave., Suite 300. Miami, FL 33132 - Phone (305) 373-6211 Fax (305) 373-7207 Wn):

1. _____ (Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #) 4000011942624
-09/09/96--01059--009
*****35.00 *****35.00

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

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☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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<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 checked="" 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	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
DIVISION OF CORPORATION
96 SEP -9 PM 1:00

SEP 12 1996

Examiner's Initials

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this corporation submits the following articles of dissolution:

FIRST: The name of the corporation is CLEBER ENTERPRISES INC.

SECOND: The articles of incorporation were filed on April 11, 1996.

THIRD: (check one)

☐ None of the corporation's shares have been issued.

☒ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

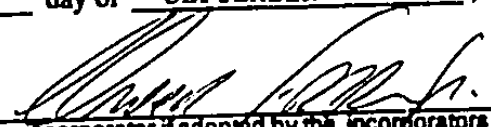
SIXTH: Adoption of Dissolution (check one)

☐ A majority of the incorporators authorized the dissolution.

☒ A majority of the directors authorized the dissolution.

Signed this 6TH day of SEPTEMBER, 19 96.

Signature


(By an incorporator if adopted by the incorporators or by the chairman or vice chairman of the board, president, or other officer if adopted by the directors)

JOSE ROBERTO BAPTISTA
(Typed or printed name)

PRESIDENT / DIRECTOR

(Title)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -9 PM 1:00