

4/23/96

FLORIDA DIVISION OF CORPORATIONS

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FROM: EMERGENCY CORPORATE KIT COMPANY

DEPARTMENT OF STATE

32 W. FLAGLER ST.

STATE OF FLORIDA

SUITE 200

100 E. MAIN STREET

MIAMI, FL 33131

TALLAHASSEE, FL 32301

CONTACT: JIM STORM

FAX: (904) 541-4000

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FRAZER INVESTMENTS, INC.

FAX AUDIT NUMBER: H96000005000

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*4/26*

96 APR 23 PM 1:27



FLORIDA DEPARTMENT OF STATE  
Sandra H. Mortham  
Secretary of State

April 23, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: FRASER INVESTMENTS, INC.  
REF: W96000008756

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

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Loria Poole  
Corporate Specialist

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CLAURO ENTERPRISES, INC.

ARTICLE I

NAME

The name of the corporation is CLAURO ENTERPRISES, INC.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Prepared by:  
Michael A. Bander  
444 Brickell Avenue  
Miami, FL 33131  
MAB Bar #FL 171967  
(305) 358.5800

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**ARTICLE IV.**

**AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue is 100 shares with par value of \$1.00.

**ARTICLE V.**

**PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI.**

**PRINCIPAL OFFICE**

The principal office of the Corporation is at:

1844 N. Nob Hill Road  
Suite 212  
Plantation, Florida 33322

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**ARTICLE VII.**

**REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation will be at 444 Brickell Avenue, Suite 300, Miami, Florida 33131. Its Agent will be Michael A. Bander, P.A.

**ARTICLE VIII**

**DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the board of directors who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

NAME	TITLE
Linda Collareta	President
Daniel Juan Perez	Secretary

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ARTICLE X.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 5 day of April, 1996.

Linda Collarata  
Linda Collarata, Incorporator

STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgements, personally appeared before me Linda Collarata, to be the person described herein as the Incorporator, and who executed

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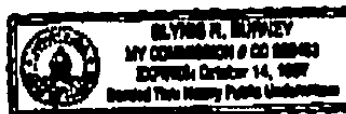
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the foregoing Articles of Incorporation, and she executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 5 Day of April, 1996.

*[Signature]*  
NOTARY PUBLIC, State of  
Florida at Large

My Commission Expires:



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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

CLAURO ENTERPRISES, INC.

2. The name and address of the Registered Agent and Office is:

MICHAEL A. BANDER, P.A.  
444 Brickell Avenue  
Suite 300  
Miami, Florida 33131

Signature:

*Michael A. Bander*  
Michael A. Bander

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