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LAW OFFICES

DICESARE & DAVIDSON, P.A.

205 SOUTH FLORIDA AVENUE • LAKE LAND, FLORIDA 33801

P.O. DRAWER 2278 • LAKE LAND, FLORIDA 33806

PAT T. DICESARE II, ESQUIRE
E. TAYLOR DAVIDSON, ESQUIRE

TELEPHONE
(941) 688-4435

TELEFACSIMILE
(941) 688-4430

April 23, 1996

Sandra B. Mortham
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-04/25/96--01116--001
****112.50 ****112.50

In Re: Articles of Incorporation of CLD Enterprises, Inc.

Dear Ms. Mortham:

Attached you will find the original and one copy of the Articles of Incorporation of CDL Enterprises, Inc. to be filed with your office. Also enclosed you will find check in the amount of \$112.50 for the filing fee. Please file the Articles of Incorporation and return a copy to my office upon completion. I have enclosed a pre-paid, self-addressed envelope for your convenient return of same.

If you have any questions, please feel free to contact my office.

Very truly yours,

E. Taylor Davidson

E. TAYLOR DAVIDSON

FILED
96 APR 25 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ETD:as
Enclosures

EFFECTIVE DATE

4-23-96

PMO
4/30/96

ARTICLES OF INCORPORATION

OF

CLD ENTERPRISES, INC.

FILED

96 APR 25 PM 1:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators to these Articles of Incorporation, all of whom are natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

EFFECTIVE DATE

4-23-96

ARTICLE I. NAME

The name of this corporation is CLD ENTERPRISES, INC.

ARTICLE II. PURPOSE

The corporation is organized for the purpose of conducting any and all lawful business, including but not limited to the sale of jewelry and other specialty items.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 7500 common stock, having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV. TERM OF EXISTENCE

The existence of this corporation is to begin upon the date of subscription of these Articles and shall continue perpetually thereafter.

ARTICLE V. PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of this corporation in the State of Florida is 705 Easton Drive, Lakeland, Florida 33803. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 705 Easton Drive, Lakeland, Florida 33803 and the name of the corporation's initial registered agent at that address is E. Taylor Davidson. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VII. DIRECTOR

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time, as provided by the bylaws. Directors shall only be elected by the common stock.

ARTICLE VIII. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any bylaws that may be adopted by the shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether such a quorum is present, and in calculating the majority necessary to carry such

vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE IX. ORIGINAL DIRECTORS

The name and address of each member of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
E. Taylor Davidson	705 Easton Dr., Lakeland, FL 33803

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE X. INCORPORATORS

The name and address of the incorporators to these Articles of Incorporation and initial ownership interest is:

<u>Name</u>	<u>Address</u>	<u>Initial Percentage Ownership</u>
E. Taylor Davidson	705 Easton Dr. Lakeland, FL 33803	100%

XI. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the

issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

E. Taylor Davidson
E. TAYLOR DAVIDSON

STATE OF FLORIDA

COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared E. TAYLOR DAVIDSON to me known to be the person described as incorporator, in and who executed the foregoing Articles of Incorporation, and who acknowledged before me he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 23rd day of April, 1996.

Allema B. Sutton
ALLEMA B. SUTTON
Notary Public

My commission expires: 1/24/97
ALLEMA B. SUTTON
Notary Public, State of Florida
My comm. expires Jan. 26, 1997
Comm. No. CC255434

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

FILED
96 APR 25 PM 1:16
CLERK OF THE DISTRICT COURT
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes,
following is submitted, in compliance with said Act:

THAT CLD ENTERPRISES, INC., desiring to organize under the
laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation, at City of Lakeland,
County of Polk, State of Florida, has named E. Taylor Davidson,
located at 705 Easton Drive, City of Lakeland, County of Polk,
State of Florida, as its agent to accept service of process within
the State.

By:

E. Taylor Davidson
E. TAYLOR DAVIDSON
Subscriber

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

E. Taylor Davidson
E. TAYLOR DAVIDSON, Reg. Agent
4/23/96
Date