

5/22/96

FLORIDA DIVISION OF CORPORATIONS

11:14 AM

((H96000007221))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 592-9591

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: AMBROSE, INC.

FAX AUDIT NUMBER: H96000007221

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11:15 AM

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ELECTRONIC PROCESSING MENU

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96 MAY 22 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/23

FLORIDA DIVISION OF CORPORATIONS

96 MAY 22 PM 1:13

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ARTICLES OF INCORPORATION**OF
AMBROSE, INC.****FILED****96 MAY 22 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber to these Articles of Incorporation, being a natural person, competent to contract, hereby associates himself to form a corporation under the law of the State of Florida.

This Corporation shall have perpetual existence.

ARTICLE I-**PURPOSE**

The purpose of this Corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this State.

ARTICLE II-**CAPITAL STOCK**

The maximum number of stock that this Corporation is authorized to have outstanding at any time is one thousand (1000) shares of common stock having the par value of One (\$1.00) Dollar.

Prepared by: Stephen B. Cohen
19032 N.E. 29th Ave.
Aventura, Fl 33180
(305) 931-3134

ARTICLE III-**ADDRESS OF PRINCIPAL OFFICE**

The initial principal address, mailing address and registered office address of this Corporation are the same as follows: 7305 NW 61 Terrace, Parkland, FL 33067. The initial registered agent at such address is Peter McCambridge.

ARTICLE IV-**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 7305 NW 61 Terrace, Parkland, FL 33067 and the name of the initial registered agent of this corporation at that address is Peter McCambridge:

ARTICLE V-**INCORPORATORS**

The name and address of the person signing these articles is:

NAME	ADDRESS
Peter McCambridge	7305 NW 61 Terrace Parkland, FL 33067

ARTICLE VI -**INITIAL BOARD OF DIRECTORS AND OFFICERS**

This Corporation shall have one (1) director and (1) officer initially. The number of directors and officers may be either increased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director and/or officer of this Corporation is:

NAME	ADDRESS	
Peter McCambridge	7305 NW 61 Terrace Parkland, FL 33067	President
Angela McCambridge	7305 NW 61 Terrace Parkland, FL 33067	Treasurer

ARTICLE VII -**BY-LAWS**

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE VIII -**RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite his name:

Peter McCambridge ONE HUNDRED (100) SHARES

Angela McCambridge ONE HUNDRED (100) SHARES

ARTICLE IX -**MANAGEMENT OF CORPORATION BY DIRECTORS AND OFFICERS**

All corporate powers shall be exercised by or under the authority of the Director and the business affairs of this corporation shall be managed under the direction of the Director of this Corporation.

ARTICLE X.

The shares of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of May, 1996.


Subscriber

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Peter McCambridge known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 22 day of May, 1996


Notary Public, State of Florida



STEPHEN CONEN
My Commission OC967027
Expires Nov. 01, 1997
Bonded by HAI
800-423-1388

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as
registered agent for said corporation.

Signature



Date

22 MAY 1996

FILED
96 MAY 22 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA