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Chapter Number Only

5-29-96  
Browner  
Requester's Name  
Address  
City State ZIP Phone

VALIDATION ONLY

SECRET  
05/30/96--01021--014  
\*\*\*122.50 \*\*\*122.50

CORPORATION(S) NAME

Cool Dudes, Inc

FILED  
96 MAY 30 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Empire Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

RECEIVED  
96 MAY 30 AM 9:42  
DIVISION OF CORPORATION

F. CHESSEY MAY 30 1996.

**Articles of Incorporation  
of  
Cool Dudes, Inc.**

I the undersigned, being of legal age and natural person, do hereby subscribe to acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the state of Florida.

**Article I**

The name and initial address of this corporation shall be:

Cool Dudes, Inc.  
1950 Grant Street, Suite 4  
Hollywood, FL 33020

**Article II**

This corporation may engage in any activity or business permitted under the laws of the state of Florida.

**Article III**

The capital stock authorized, the par value thereof, and the characteristics of such stocks shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
100.00	\$ 1.00	Common

The consideration for all the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporations shall have the pre-emptive right to purchase his/her pro rata share thereof at the price at which it is offered to others, whether or not in excess par. Fractional shares need not be issued on account of this provision.

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#### **Article IV**

This corporation shall commence its existence immediately upon filing these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### **Article V**

The initial registered office of this corporation shall be at 1950 Grant Street, Ste. 4, Hollywood, FL 33020, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Charles S. Tocco.

#### **Article VI**

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

#### **Article VII**

The names and the addresses of the first Directors of the Corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

Name	Address
Charles S. Tocco	3331 Forest Drive Hollywood, FL 33021
J. Robert Taglairino	3644 SW Third Ave. Miami, FL 33145

#### **Article VIII**

The name and address of the incorporator is: Charles S. Tocco, 3331 Forest Drive, Hollywood, FL 33021.

#### **Article IX**

No other contract or transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise

Interested in, or are directors or officers of such other corporation. Any Director individually, or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of said other corporation, or not so interested.

#### Article X

The private property of the stockholder shall not be subject to payment of the corporate debts in any extent.

#### Article XI

This corporation shall indemnify and insure its officers and director to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 28 day May, 1996.

Charles S. Tocco  
Incorporator

*Charles S. Tocco*

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, personally appeared Charles S. Tocco, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after duly sworn, under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 28 day of May, 1996.

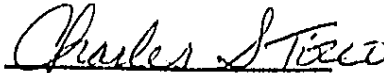
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

In compliance with the laws of the State of Florida, the following is submitted:  
Cool Dudes, Inc.

First, desiring to organize under the laws of the State of Florida has named  
Mr. Charles S. Tocco of 1950 Grant Street, City of Hollywood, County of Broward,  
State of Florida as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place  
designated in this certificate, I hereby accept the same and agree to act in this capacity,  
and agree to comply with the provisions of Florida law relative to keeping the  
registered office open.

Respectfully signed and submitted this 28 day of May, 1996.

  
Charles S. Tocco  
Registered Agent

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96 MAY 30 PM 12:57  
CLERK OF STATE  
TALLAHASSEE, FLORIDA