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8/20/96 FLORIDA DIVISION OF CORPORATIONS 11:44 AM
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DEPARTMENT OF STATE
STATE OF FLORIDA
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(((H96000011592))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: THE CUPPING ROOM CO.
FAX AUDIT NUMBER: H96000011592 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/20/1996 TIME REQUESTED: 11:45:52
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 0 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.60 ACCOUNT NUMBER: 072460003255

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
 Secretary of State

August 20, 1996

EMPIRE CORPORATE KIT COMPANY
 1492 W FLAGLER STREET
 SUITE 200
 MIAMI, FL 33135

SUBJECT: THE CUFFING ROOM CO.
REF: W96000017502

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

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
 Document Specialist

FAX Aud. #: H96000011592
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**ARTICLES OF INCORPORATION
OF
THE CUPPING ROOM CO.**

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is **THE CUPPING ROOM CO.**

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

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be Five Thousand (5,000) shares of voting common stock with \$1.00 par value share.

PREPARED BY:

Nelson Slosbergas, Esquire
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami, FL 33131
FLORIDA BAR NO. 378887
(305) 374-0030

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**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
REGISTERED OFFICE AND AGENT**

The office of the Corporation and place of business is 4061 Ponce de Leon Blvd., Coral Gables, Florida 33146. The Registered Agent is Alicia D. Fernandez at 3644 St. Gaudens Road, Coconut Grove, Florida 33133.

**ARTICLE VII
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 names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

NAMES

Alicia D. Fernandez

ADDRESSES

3644 St. Gaudens Road
Coconut Grove, Florida 33133

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ARTICLE VIII

LIMITATION AS TO POWERS OF OFFICERS

The powers of the officers of the Corporation shall be limited to any new financing or obligations must be specifically approved by the Board of Directors.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is: Alicia D. Fernandez, 3644 St. Gaudens Road, Coconut Grove, Florida 33133.

ARTICLE X

INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

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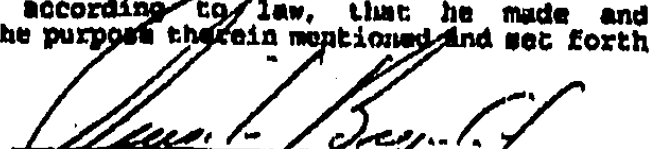
Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

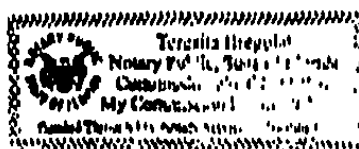
IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of August, 1996.


Alicia D. Fernandez

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing Articles of Incorporation was acknowledged before me this 9th day of August, 1996, by Alicia D. Fernandez who is personally known to me and who did not take an oath. He acknowledged before me according to law, that he made and subscribed the same for the purposes therein mentioned and set forth therein.


NOTARY PUBLIC, State of Florida at Large
NOTARY: TERESITA BREGOLAT
My Commission Expires:



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

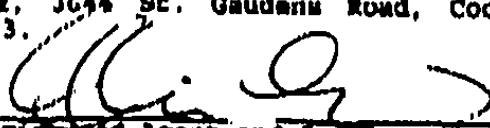
Pursuant to the provisions of Section 2207.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: THE CUPPING ROOM CO.
2. The name and address of the Registered agent is: Alicia D. Fernandez, 3644 St. Gaudens Road, Coconut Grove, Florida 33133.

Signature:

Title:

Date:


Registered Agent and Incorporator
August 9th, 1996

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature:

Date:


August 9th, 1996

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TALLAHASSEE, FLORIDA

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