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9/12/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
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NAME: CLICHE ENTERPRISES INC.

AUDIT NUMBER.....M96000012767

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGEB..... 4

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ARTICLES OF INCORPORATION
OF
CLICHE ENTERPRISES INC.

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SECRET

WE, the undersigned, hereby associate ourselves together for the purpose of organizing a corporation under the Laws of the State of Florida, providing for the formation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we make, subscribe and acknowledge, and file with the Secretary of State for the State of Florida, this Certificate of Incorporation, and to that end we do, by these Articles, set forth:

ARTICLE I

The name of this corporation shall be:

CLICHE ENTERPRISES INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be:
(a) to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The capital stock of this corporation shall be composed of One Hundred (100) shares of \$1. par value, payable in lawful money of the United States of America, or in property, labor or services, at a just valuation to be fixed by the directors of the corporation at the organization meeting had after the granting of the Charter herein applied for. The capital stock shall be sold, assigned, issued and transferred only in accordance with such By-Laws as the corporation may, from time to time, make, change or alter and shall be fully paid for at the time of issue, and non-assessable.

ARTICLE IV

Amount of Capital Stock Paid In

The amount of capital stock with which the corporation shall begin business shall not
**PREPARED BY:
ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-350-2571**

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be less than the sum of ONE HUNDRED (\$ 100.00) DOLLARS.

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ARTICLE V

Term of Existence

The term of existence of this corporation shall be perpetual.

ARTICLE VI

The principal office and place of business of this corporation shall be 2121 PONCE DE LEON BLVD., SUITE #1000, CORAL GABLES, FLORIDA 33134 with the privilege of establishing other offices and places of business throughout the State of Florida and in any of the several states, territories, possessions and dependencies of the United States of America, the District of Columbia and in foreign countries, as may be designated by vote of the stockholders.

The registered office of CLICHE ENTERPRISES INC. shall be 2121 PONCE DE LEON BLVD., SUITE #1000, CORAL GABLES, FLORIDA 33134 and the registered agent is ADA B. PANDO whose address is 2121 PONCE DE LEON BLVD., SUITE #1000, CORAL GABLES, FLORIDA 33134.

ARTICLE VIII

The number of directors of the corporation shall not be less than one (1) nor more than ten (10).

ARTICLE VIII

The name and post office address of the director who, subject to the By-Laws, shall hold office until his successor is elected and have qualified, is as follows:

ADA B. PANDO	2121 PONCE DE LEON BLVD., #1000	CORAL GABLES, FLORIDA 33134
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ARTICLE IX

Name and Post Office Address of Subscribers

The name and post office address of each subscriber of this Certificate of Incorporation, and the number of shares of stock each agrees to take, are as follows:

ADA B. PANDO	2121 PONCE DE LEON BLVD. SUITE #1000 CORAL GABLES, FLORIDA 33134	100 shares - \$100.00
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ARTICLE X

The following named persons shall be the officers of this corporation for the first year of its existence or until their successors are elected and have qualified:

ADA B. PANDO

PRESIDENT / VICE PRESIDENT

ARTICLE XI

The business of this corporation shall be conducted by its Board of Directors, the members of which shall be chosen at the annual meeting of the stockholders, and the following officers, to-wit: a President, Secretary, Treasurer, together with such other officers agents and/or factors as may be deemed necessary. Any and all of such officers may or may not be stockholders, and each shall hold office until his successor is chosen and duly qualified. All officers, agents and/or factors may or may not be directors of the corporation, except for the President, who must be a director. Any person may hold two offices provided, however, that the President shall not also be the Secretary or Assistant Secretary of this corporation.

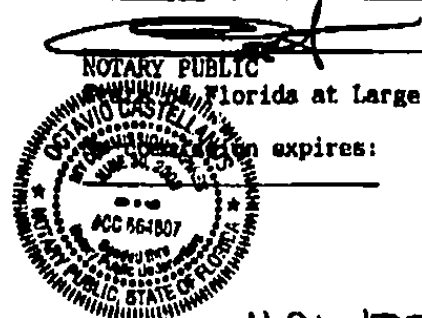
IN WITNESS WHEREOF, I have made, subscribed and acknowledged this Certificate this 11th day of SEPTEMBER 1996.

Ada B. Pando
ADA B. PANDO

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

ON THIS DAY, personally appeared before me, a Notary Public of the State of Florida at Large, ADA B. PANDO, to me well known and by me known to be the person described in and who signed the foregoing Certificate of Incorporation, and they severally acknowledged to and before me that they signed the same freely and voluntarily and for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Florida, this 11th day of SEPTEMBER 1996.



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT CLIQUE ENTERPRISES INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF CORAL GABLES
(CITY)

STATE OF FLORIDA, HAS NAMED ADA B. PANDO
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 2121 PONCE DE LEON BLVD., SUITE #1000
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
(CITY) WITHIN FLORIDA.

SIGNATURE X Ada B. Pando
(CORPORATE OFFICER)
ADA B. PANDO

TITLE PRESIDENT

DATE X 9-11-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE X Ada B. Pando
(RESIDENT AGENT)
ADA B. PANDO

DATE X 9-11-96

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