

P 96 0000 79365

KARLTON PROPERTIES
444 BRICKELL AVE., #800
MIAMI, FL 33131

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 96 SEP 23 AM 8:56
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) **100001954191**
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

F. CHESLER SEP 25 1996

Examiner's Initials

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PEMBROKE CAPITAL CORP.
CORPORATE ARTICLES

The undersigned, subscriber to these articles of incorporation, a natural person competent to contract hereby presents these articles for the formation of a corporation under Florida law.

1. The name of the corporation shall be PEMBROKE CAPITAL CORP.
2. The corporation shall be organized to have a maximum of 100 shares of stock outstanding at any one time. The shares of the outstanding stock shall have a par value of \$1.00 per share.
3. The corporation may engage in any activity or business permitted in Florida.
4. The initial address of the principal office and registered office and the name of the registered agent shall be FREDERIC N. KARLTON located at 444 BRICKEL AVE SUITE 800, MIAMI, FL 33131. The board of directors shall from time to time move the office of the registered agent to any address in Florida.
5. Initially the corporation shall have 1 director and their number shall be increased or diminished from time to time by the by-laws adopted by the shareholders.
6. The amount of capital which the corporation shall begin business is \$501,00.
7. The corporation shall exist perpetually.
8. The name and address of the first board of directors is FREDERIC N. KARLTON located at 444 BRICKEL AVE SUITE 800, MIAMI, FL 33131.
9. The name and post office address of the subscriber to these articles of incorporation and the number of shares he has agreed to take is FREDERIC N. KARLTON located at 444 BRICKEL AVE SUITE, MIAMI, FL 33131, 100 shares.
10. These articles of incorporation may be amended in any manner provided by law. Every amendment shall be approved by the board of directors, proposed to them by the shareholders and approved at a shareholders' meeting by a majority of shares entitled to vote thereon, unless the shareholders and directors sign a written statement manifesting their intention that a certain amendment to these articles be made.

SUBSCRIBER

FREDERIC N. KARLTON

STATE OF FLORIDA
COUNTY OF DADE

On September 16, 1996, FREDERIC N. KARLTON, acknowledged the foregoing instrument before me and produced a driver's license as identification and took an oath.

Lourdos Peroz
Notary Public State of Florida
My commission expires:



"OFFICIAL SEAL"
Lourdos Peroz
My Commission Expires 3/22/98
Commission #CC 358284

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

First that PEMBROKE CAPITAL CORP., a corporation desiring to organize and qualify under the laws of Florida with its principal place of business in the city of MIAMI, Florida, has named, FREDERIC N. KARLTON located at 444 BRICKEL AVE SUITE 800, MIAMI, FL 33131, as its agent to accept service of process in the state of Florida.

Fred N. Karlton
President FREDERIC N. KARLTON

September 16, 1996

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in the 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.

Fred N. Karlton
REGISTERED AGENT
FREDERIC N. KARLTON

September 16, 1996