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TO: DIVISION OIF CORPORATIONS FAX #: (904)922-4001  
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: CAOSOL CORPORATION1  
AUDIT NUMBER.....H96000017916  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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EMPIRE CORPORATE KIT

P.01/09



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 23, 1996

EMPIRE CORPORATE KIT COMPANY

SUBJECT: CAROSOL CORPORATION  
REF: W96000026841

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Dana Calloway  
Document Specialist

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ARTICLES OF INCORPORATION  
OF  
SALCAR CORPORATION

I, the undersigned, being of legal age, do hereby present these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida, authorizing the formation of corporations.

ARTICLE I

The name of the corporation shall be: SALCAR CORPORATION

ARTICLE II

The general nature of business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

To improve, buy, sell, mortgage, deal in and with, dispose or, manage and operate real property, both improved and unimproved, and personal property of whatsoever, nature or kind, as owner, agent, or factor or broker.

To buy, sell and deal in bonds and loans secured by mortgages or other liens on real property or personal property of all kinds and description.

To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade in, deal in, borrow and lend money upon goods, wares, merchandise, and real and personal property of every kind and description.

THIS INSTRUMENT WAS PREPARED BY:  
DAVID FELDMAN, ESQ.  
407 LINCOLN ROAD, SUITE 701  
MIAMI BEACH, FL 33139  
FLORIDA BAR NO.: 155667  
(305) 534-4721

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To do any and all things, and everything necessary for the accomplishment of the objects enumerated in these Articles of Incorporation, or any amendment thereto, necessary and incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

#### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares, all of which shall be common stock and the capital of the corporation, and additional stock may be issued by the Director(s) of the corporation for any consideration deemed advisable. Each share of common stock shall be valued at one (\$1.00) dollar per share.

#### ARTICLE IV

The amount of capital with which the corporation shall begin shall be five hundred (\$500.00) dollars.

#### ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI

The corporation shall have perpetual existence.

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ARTICLE VII

The principal office of the corporation shall be located at:  
14652 Biscayne Boulevard, North Miami, Florida 33181.

ARTICLE VIII

The street address of the initial registered office of this corporation is: 14652 Biscayne Boulevard, North Miami, Florida 33181 and the name of the initial Registered Agent of this corporation at that address is: Salomon Grosfeld.

ARTICLE IX

This corporation shall have two Director(s) initially. The number of director(s) may be either increased or diminished from time to time by the by-laws but shall never be less than one.

The name and addresses of the initial Director(s) of this corporation are:

<u>Name</u>	<u>Address</u>
Salomon Grosfeld	13790 Arch Creek Terrace North Miami, Florida 33181
Jaime Grosfeld	12610 Cypress Road North Miami, Florida 33181.

ARTICLE X

The officer(s) of this corporation, until the first meeting shall be as follows:

Salomon Grosfeld	-	President
Jaime Grosfeld	-	Vice President, Secretary and Treasurer

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ARTICLE XI

This corporation shall, in its' by-laws, allow for qualification for the Stockholder's Consent to election under Internal Revenue Code in re sub-chapter S, Section 1372, and Section 1244.

ARTICLE XII

The name and address of the person(s) signing these Articles of Incorporation is: Salomon Grosfeld, 13790 Arch Creek Terrace, North Miami, Florida 33181, and Jamie Grosfeld, 12610 Cypress Road, North Miami, Florida 33181.

ARTICLE XIII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIV

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV

The corporation shall indemnify any officer or director, or any former director or officer, to the fully extent permitted by law.

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ARTICLE XVI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 20<sup>th</sup> day of December, 1996.

  
\_\_\_\_\_  
SALOMON GROSSELD  
\_\_\_\_\_  
JAIME GROSSELD

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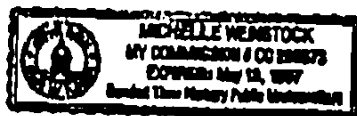
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STATE OF FLORIDA     )  
COUNTY OF DADE       )

The foregoing instrument was sworn to and subscribed before me  
this 20 day of December, 1996, SALOMON GROSFELD AND JAIME  
GROSFELD, who are personally known to me (✓) or who produced  
\_\_\_\_\_ driver's license(s) (     )/passport(s) (     ) as  
Identification and who did take an oath.

*Michelle Weinstock*  
Notary Public  
Print Name: *Michelle Weinstock*

My commission expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That SALCAR CORPORATION, desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, designates SALOMON GROSFELD, 14652 Biscayne Boulevard, North Miami, Florida 33181, as its Agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named corporation, at this place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
SALOMON GROSFELD,  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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