

P97000004633

HOWES  
ATTORNEY & COUNSELOR AT LAW  
TRIAL LAWYERS BUILDING - SUITE 4F  
633 SOUTHEAST 3RD AVENUE  
FORT LAUDERDALE, FLORIDA 33301

TELEPHONES:  
FT. LAUDERDALE (954) 783-6003  
MIAMI (305) 945-2854  
FAX (954) 462-2255

MAILING ADDRESS:  
POST OFFICE BOX 687  
FT. LAUDERDALE, FLORIDA 33302

January 10, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box #6327  
Tallahassee, FL 32314

RE: C.N.B. AMERICA, INC.

Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation.

Please return one (1) set to the undersigned indicating that the Articles of Incorporation were filed with your office. A self-addressed, stamped envelope has been enclosed for your convenience, along with our check in the amount of \$122.50 to cover the filing fee for this corporation.

If you should have any questions regarding this matter, please do not hesitate to contact our office.

Very truly yours,

*Marcella M. Ketcham*

MARCELLA MIRANDE-KETCHAM  
Legal Assistant

MMK  
Enclosures

800002056848--8  
-01/13/97-0091-003  
\*\*\*\*\*50 \*\*\*\*\*122.50  
FILED  
JAN 13 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1-16-97  
JB

ARTICLES OF INCORPORATION  
OF  
C.N.B. AMERICA, INC.

THE undersigned subscribers of these Articles of Incorporation, natural persons competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:  
C.N.B. AMERICA, INC.

FILED  
97 JAN 13 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE II

PURPOSES AND POWERS: The general nature of business to be transacted by the corporation is as follows:

1. The corporation may engage in any activity of business which is permitted under the laws of the State of Florida.
2. And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.
3. And, further, to borrow or raise money for any purposes of the company, and to

secure the same interest, or for other purposes, to mortgage all or part of the property corporeal or incorporeal rights or franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

### ARTICLE III

CAPITALIZATION: The maximum number of shares of stock in this corporation is authorized to have outstanding at any time is ONE HUNDRED SHARES of common stock, having a par value of FIVE DOLLARS (\$5.00) per share.

### ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business is FIVE HUNDRED (\$500) DOLLARS.

### ARTICLE V

COMMENCEMENT AND DURATION: This corporation is to commence existence upon the filing of the Articles of Incorporation by the Department of State.

#### ARTICLE VI

PRINCIPAL PLACE OF BUSINESS: The name of this corporation shall be: C.N.B. AMERICA, INC., having its principal place of business at: 2246 SOUTHEAST 17TH STREET, FORT LAUDERDALE, FLORIDA 33316.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida, as the said corporation may desire.

#### ARTICLE VII

DIRECTORS: This corporation shall have ONE (1) Director initially; the number of Directors may be increased from time to time by the laws adopted by the stockholders, but shall never be less than ONE (1). The corporation shall indemnify any officer or director, or any former officer or director, for any expenses, costs or fees incurred in furtherance of corporate matters to the full extent permitted by law.

#### ARTICLE VIII

DIRECTORS: The names and addresses of the first Board of Directors and Officers of these Articles of Incorporation are as follows:

OLIVIER BEAUMELOU, President/Vice-President/Secretary/Treasurer and Director  
2246 SOUTHEAST 17TH STREET  
FORT LAUDERDALE, FL 33316

ARTICLE IX

INCORPORATOR: The Name and Address of the Incorporator is:

OLIVIER BEAUMELOU  
2246 SOUTHEAST 17TH STREET  
FORT LAUDERDALE, FL 33316

ARTICLE X


AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon.

ARTICLE XI


REGISTERED AGENT: That OLIVIER BEAUMELOU, is hereby named Registered Agent for this corporation to be its agent and to accept service of process within the State of Florida. The address for process is 2246 SOUTHEAST 17TH STREET, FORT LAUDERDALE, FL 33316.

ACKNOWLEDGMENT

Having been named to accept service of process for: C.N.B. AMERICA, INC. at the

  
OLIVIER BEAUMELOU  
INCORPORATOR  
2246 SOUTHEAST 17TH STREET  
FORT LAUDERDALE, FL 33316  
(954) 763-9891


FILED  
JAN 13 AM 11:15  
91  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
OLIVIER BEAUMELOU  
INCORPORATOR  
2246 SOUTHEAST 17TH STREET  
FORT LAUDERDALE, FL 33316  
(954) 763-9891

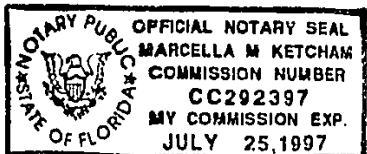
I HEREBY CERTIFY that on this date before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgments, personally appeared: OLIVIER BEAUMELOU, who provided to me personal identification verifying that they are the persons

who subscribed to the foregoing Articles of Incorporation, and they have acknowledged to me that they did subscribe thereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the State and County above set forth this 9th day of JANUARY, 1997.

  
NOTARY PUBLIC, State of  
Florida at Large

MY COMMISSION EXPIRES:



B:\wp60docs\mmk\artcorp.OB

FILED  
97 JAN 13 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA