

PA1000007566

Chart Number Only

1/24/97

Alar R. Hecht

Requestor's Name

2670 NE 215 St.

Address

Miami FL 33180

City

State

ZIP

Phone

933-1441B

VALIDATION ONLY

900002068919--7  
-01/27/97--01012--015  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

CL MERGER Company,

RECEIVED  
96 JAN 27 AM 10:21  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

FILED  
97 JAN 27 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call If Problem	<input type="checkbox"/> Will Wait	<input type="checkbox"/> Mail Out
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Pick Up	

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

**ARTICLES OF INCORPORATION  
FOR  
CL MERGER COMPANY, INC.**

FILED  
97 JAN 27 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person, does hereby form a corporation under the Florida General Corporation Act, and other laws of the State of Florida.

**ARTICLE ONE**

The name of the Corporation is **CL MERGER COMPANY, INC.**

**ARTICLE TWO**

Subject to the laws of the State of Florida regarding Corporations, the Corporation may engage in any and all activities and business permitted under the laws of the United States and of the State of Florida. The Corporation shall have all of the powers vested in a Corporation organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE THREE**

The maximum number of shares of stock that the Corporation is authorized to issue and have outstanding at any time is 1,000,000 shares of common stock having a par value of \$.01 per share.

**ARTICLE FOUR**

The existence of the Corporation shall be perpetual.

**ARTICLE FIVE**

The street address of the principal office of the Corporation is 100 Williams Street, Cincinnati, and the street address of the Corporation's initial registered office is 2670 N. E. 215<sup>th</sup> Street, Miami, Florida 33180, and the initial Registered Agent at that address is Alan R. Hecht.

Prepared by: Alan R. Hecht, Esq., 2670 N.E. 215 St., Miami, FL 33180, (305) 933-1441, FI Bar #186813

## ARTICLE SIX

The Corporation shall have one director initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the Corporation, but shall not be less than one nor more than seven.

## ARTICLE SEVEN

The name and street address of the member of the first Board of Directors of the Corporation who shall hold office for the first year of the Corporation's existence or until such person's successor is elected and has qualified is:

NAME	ADDRESS
Charles F. Williams	100 Williams Street Cincinnati, Ohio 45215

## ARTICLE EIGHT

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

## ARTICLE NINE

A Director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve any such director, personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

## ARTICLE TEN

The name and street address of the person signing these articles is:

NAME	ADDRESS
Alan R. Hecht	2670 N. E. 215 <sup>th</sup> Street Miami, Florida 33180

## ARTICLE ELEVEN

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 shareholders and approved either at the shareholders' meeting by the affirmative vote of the holders of two-thirds of the shares entitled to vote thereon or by written consent of all shareholders.

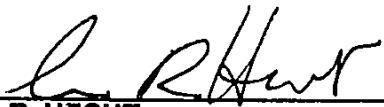
## ARTICLE TWELVE

The initial By-Laws of the Corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

## ARTICLE THIRTEEN

Each Shareholder of the Corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares, which may be issued at any time by the Corporation.

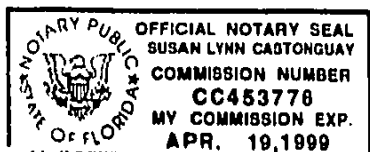
EXECUTED at Miami, Dade County, Florida, this 24 day of January, 1997.

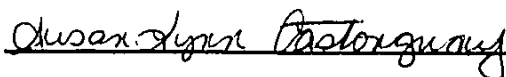
  
\_\_\_\_\_  
ALAN R. HECHT  
Incorporator

STATE OF FLORIDA)  
COUNTY OF DADE )

The foregoing Articles of Incorporation of CL MERGER COMPANY, INC., was acknowledged before me this 24 day of January, 1997, by ALAN R. HECHT, who is ☒ personally known to me as the person described in and who executed the foregoing or ☐ who has produced \_\_\_\_\_ as identification, and who did ☒ did not ☐, take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Florida, the day and year first written above.



  
\_\_\_\_\_  
(Printed Name of Notary)

\_\_\_\_\_  
Serial Number of Notary  
Notary Public, State of Florida  
My Commission Expires:

## **CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

### **DESIGNATION**

**CL MERGER COMPANY, INC.**, desiring to organize under the laws of the State of Florida, hereby designates and the initial Registered Agent at that address is Alan R. Hecht as it's Registered Agent, and 2670 N. E. 215<sup>th</sup> Street, Miami, Florida 33180, as its registered office.

### **ACCEPTANCE**

Having been named as Registered Agent for the above named Corporation, I hereby agree to act in such capacity for such Corporation at its registered office.

  
\_\_\_\_\_  
**ALAN R. HECHT**  
**(REGISTERED AGENT)**

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