

P97000008497



ACCOUNT NO. : 072100000032

REFERENCE : 238888 87157A

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pyjunt*

ORDER DATE : January 28, 1997

ORDER TIME : 10:33 AM

ORDER NO. : 238888-005

EFFECTIVE DATE

1-21-97

700002071437--7

CUSTOMER NO: 87157A

CUSTOMER: Mr. Eric J. Matheson  
ERIC J. MATHESON, PA

Suite 320  
205 Worth Avenue  
Palm Beach, FL 33480

DOMESTIC FILING

NAME: MONTE CARLO INDUSTRIES, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

FILED  
97 JAN 28 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 JAN 28 PM 12:13  
DEPT. OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*KL*  
*1-29-97*

EFFECTIVE DATE  
1-21-97

ARTICLES OF INCORPORATION  
OF  
MONTE CARLO INDUSTRIES, INC.

FILED  
97 JAN 28 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be: Monte Carlo Industries, Inc., with offices located at 6041 Kimberly Boulevard, Suite J, North Lauderdale, Florida 33068, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

NUMBER OF SHARES <u>AUTHORIZED</u>	PAR VALUE <u>PER SHARE</u>	CLASS OF <u>STOCK</u>
1,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence within five (5) business days prior to the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE V

The initial registered office of this Corporation is The Worth Avenue Building, 205 Worth Avenue, Suite 320, Palm Beach, Florida 33480. The initial registered agent at that address is Eric J. Matheson.

#### ARTICLE VI

The Corporation shall have two (2) directors initially. The name and address of the first directors of the Corporation, who shall hold office for the first year or until his successor is duly elected and qualified is:

<u>Name</u>	<u>Address</u>
Eli Waknine	7886 Tennyson Court Boca Raton, Florida 33433
Gabriel Ohayon	7958 Tennyson Court Boca Raton, Florida 33433

#### ARTICLE VII

The name and address of the incorporator is: Eric J. Matheson, Esquire, The Worth Avenue Building, 205 Worth Avenue, Suite 320, Palm Beach, Florida 33480.

#### ARTICLE VIII

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE X

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

ARTICLE XI

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

ARTICLE XII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this Corporation.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 27<sup>th</sup> day of January, 1997.

A handwritten signature in black ink, appearing to read "Eric J. Matheson", written over a horizontal line.

Eric J. Matheson, Incorporator

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

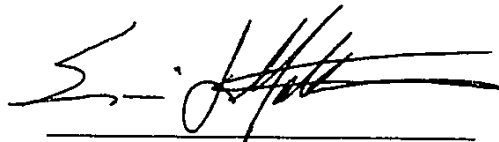
In compliance with the laws of the State of Florida, the following is submitted:

First - that Monte Carlo Industries, Inc., desiring to organize under the laws of the State of Florida, has designated Eric J. Matheson, P.A., with offices located at The Worth Avenue Building, 205 Worth Avenue, Suite 320, Palm Beach, Florida 33480 as the place of business for service of process within this state.

Second - that the above corporation has named Eric J. Matheson as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 27<sup>th</sup> day of January, 1997.



Eric J. Matheson  
Registered Agent

FILED  
97 JAN 28 AM 10:12  
TALLAHASSEE, FLORIDA