

P97000014316

Charter Number

2-497 Naomi

Silverman & Vicens
Requestor's Name
1550 Madruga Ave. #406
Address
O. Gables, Fl. 33146
City State ZIP Phone
667-4415

VALIDATION ONLY

FILED
97 FEB 13 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

400002080164--9
-02/06/97--01046--006
****122.50 ****122.50

CORPORATION(S) NAME

Clemdel Corp.

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <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 checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Mail Out |
| <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up | |

RECEIVED
97 FEB -16 AM 10:24
DIVISION OF CORPORATION

Empire Toll Free: 1-800-432-3028

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

W97-3067

CERTIFIED COPY

FEB 13 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1997

EMPIRE

MIAMI, FL

SUBJECT: CLEMDEL CORP.
Ref. Number: W97000003067

We have received your document for CLEMDEL CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 697A00006457

RECEIVED
97 FEB 13 AM 10:42
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

CLEMDEL CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is CLEMDEL CORP.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

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 pro rata 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 - PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The principal office of this corporation is at 3655 S.W. 3rd Avenue, Miami, Florida 33145. The street address of the registered office of this corporation is 3655 S.W. 3rd Avenue, Miami, Florida 33145, and the name of the registered agent of this corporation at that address is Clemente S. Gonzalez.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time, in accordance with the by-laws of the corporation, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Clemente S. Gonzalez	3655 S.W. 3rd Avenue Miami, Florida 33145
Delfina Gonzalez	3655 S.W. 3rd Avenue Miami, Florida 33145
Francisco Arcay	3655 S.W. 3rd Avenue Miami, Florida 33145

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Clemente S. Gonzalez
3655 S.W. 3rd Avenue
Miami, Florida 33145

ARTICLE IX - BY-LAWS

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


ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENTS

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

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 5th day of February, 1997.

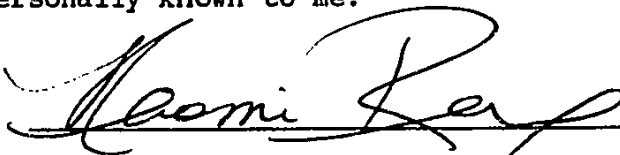


Clemente S. Gonzalez

STATE OF FLORIDA

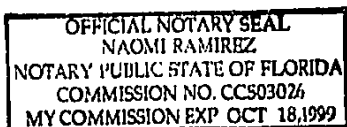
COUNTY OF DADE

THE FOREGOING ARTICLES OF INCORPORATION were sworn to and acknowledged before me on this 5th day of February, 1997, by Clemente S. Gonzalez, personally known to me.



Notary Public,
State of Florida

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

THAT, CLEMDEL CORP. desiring to organize under the laws of
the State of Florida, with its principal offices as indicated in
the Articles of Incorporation has named Clemente S. Gonzalez at
3665 S.W. 3rd Avenue, Miami, Florida 33145, as its Agent to
accept service of process within the State.

ACKNOWLEDGEMENT

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

By: 

Clemente S. Gonzalez

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA