

**CORPORATE  
ACCESS,  
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303  
P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

**WALK IN**

**PICK UP** 5/19/97 1:00<sup>NT</sup> ☺

☒ **CERTIFIED COPY** \_\_\_\_\_

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☒ **FILING** Articles

1.) Coco Lunette of Aventura, Inc.  
(CORPORATE NAME & DOCUMENT #)

**EFFECTIVE DATE**  
5-16-97

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-05/19/97--01032--008  
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2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

FILED  
97 MAY 9 PM 2:52  
TALLAHASSEE STATE  
FILING OFFICE

**K.R. MAY 19 1997**

**SPECIAL INSTRUCTIONS** \_\_\_\_\_

EFFECTIVE DATE  
5-16-97

Articles of Incorporation  
of  
Coco Lunette of Aventura, Inc.

FILED  
97 MAY 19 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a corporation under  
the laws of the State of Florida:

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

Coco Lunette of Aventura, Inc.

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

c/o Gregg S. Truxton, Esquire  
Bolaños, Truxton & Youngs, P.A.  
2121 Ponce de Leon Blvd.  
Suite 600  
Coral Gables, Florida 33134

ARTICLE III. CAPITAL STOCK

A. The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is: (a) One Hundred Thousand (100,000) shares of common stock having a par value of \$.001 per share (the "Common Stock") and (b) Two Thousand (2,000) shares of preferred stock having a par value of \$.001 per share (the "Preferred Stock"). The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock and Preferred Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of

Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

B. The holders of the Preferred Stock shall be entitled to receive, out of funds legally available therefor, when and if declared by the Board of Directors, annual dividends at the rate of five (5%) percent per annum of the Preferred Stock Purchase Price (as hereinafter defined) plus five (5%) percent per annum of any accrued and unpaid dividends per share (the "Accrued Dividends"). The Preferred Stock Purchase Price shall be equal to \$200 per share. Accrued Dividends shall accrue and compound annually, whether or not earned or declared, and shall be cumulative. The Corporation may at any time pay all or any portion of the Accrued Dividends out of funds legally available therefor.

C. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the shares of Preferred Stock shall be entitled to receive, before any distribution or payment is made upon any Common Stock, for each share of Preferred Stock an amount equal to the Preferred Stock Purchase Price plus the Accrued Dividends (whether or not declared) and any other dividends declared but unpaid thereon, computed to the date payment thereof is made available. If upon such liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the assets to be distributed among the holders of the Preferred Stock shall be insufficient to permit payment to the holders of Preferred Stock of the amount distributable hereunder, then the entire assets of the Corporation to be so distributed shall be distributed ratably

among the holders of the Preferred Stock. Upon any such liquidation, dissolution or winding up of the Corporation, after holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, the remaining net assets of the Corporation shall be distributed ratably to the holders of the Common Stock.

**ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE**

This Corporation shall commence its corporate existence on May 16, 1997. This Corporation shall have perpetual existence.

**ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

Gregg S. Truxton, Esquire  
Bolaños, Truxton & Youngs, P.A.  
2121 Ponce de Leon Blvd.  
Suite 600  
Coral Gables, Florida 33134

**ARTICLE VI. BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The initial directors of this Corporation shall be as follows:

Edward W. Beiner

Guido Balocco

The terms of office of such directors shall expire at the first meeting of shareholders of the Corporation at which directors are elected and thereafter until their respective successors are duly

electd and qualified or upon their earlier death, resignation or removal in accordance with Florida law. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

**ARTICLE VII. INCORPORATOR**

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

Gregg S. Truxton, Esquire  
Bolaños, Truxton & Youngs, P.A.  
2121 Ponce de Leon Blvd.  
Suite 600  
Coral Gables, Florida 33134

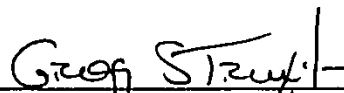
**ARTICLE VIII. AMENDMENT**

These Articles of Incorporation may be amended in the manner prescribed by law, except that no amendment shall be made to the provisions of Article III without the unanimous approval of the holders of the Preferred Stock.

**ARTICLE IX. INDEMNIFICATION**

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of May 16, 1997.

  
Gregg S. Truxton, Esquire

**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and  
607.0501 of the Florida Statutes:

Having been appointed registered agent of Coco Lunette of  
Aventura, Inc. in its Articles of Incorporation, at the place  
designated in such Articles of Incorporation, the undersigned  
hereby agrees to act in this capacity and affirms that it is  
familiar with, and accepts, the obligations of such position.

  
\_\_\_\_\_  
Gregg S. Truxton, Esquire

Dated: May 16, 1997

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97 MAY 19 PM 2:53  
SECTION OF STATE  
TALLAHASSEE, FLORIDA