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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CATOVEST USA, INC.

EXEMPTED
6-12-97

AUDIT NUMBER.....H97000009863

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 17, 1997

EMPIRE

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000009863
Letter Number: 997A00032314

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**ARTICLES OF INCORPORATION
OF**

CATOVEST USA, INC.

EXPIRATION DATE
6-12-97

FILED
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TALLAHASSEE, FLORIDA

ARTICLE I: NAME AND ADDRESS OF CORPORATION

The name of this corporation is CATOVEST USA, INC., Florida corporation. The address of the initial principal office is: 1120 Euclid Avenue, #8, Miami Beach, Florida 33139

ARTICLE II: DURATION

The duration of this corporation is perpetual. The date and time of the commencement of corporate existence is June 12, 1997.

ARTICLE III: PURPOSE

The purpose of this corporation is to engage in any and all activities and businesses permitted under the laws of the United States and the State of Florida.

ARTICLE IV: CAPITALIZATION

The aggregate number of shares which this corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class and shall have a per value of \$0.50 per share.

ARTICLE V: REGISTERED OFFICE AND AGENT

The registered agent and street address of the registered office of this corporation is:

Christopher Vuillemi
1120 Euclid Avenue, #8
Miami Beach, Florida 33139

This document was prepared by:
Diana Perez-Ramirez, Esq.
P.O. Box 833372
Miami, FL 33283-3372
TEL: (305) 859-4763
7204 771697

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ARTICLE VI: INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the shareholders. The following person constitutes the initial director of the corporation who shall serve in that capacity until such director's successor is duly elected and has qualified or such director's death, resignation or removal:

Christopher Vuillermi

ARTICLE VII: INITIAL OFFICERS

The following persons constitute the initial officers of the corporation, who shall serve in that capacity until such officer's successor is duly elected and has qualified or such officer's death, resignation or removal:

<u>PERSON</u>	<u>NAME</u>
President	Christopher Vuillermi
Vice President and Secretary	Alice M. Melkle-Robertson

ARTICLE VIII: INCORPORATOR

The name and street address of the Incorporator is:

Christopher Vuillermi
1120 Euclid Avenue, #8
Miami Beach, FL 33139

ARTICLE VIII: BY-LAWS

The board of directors shall adopt by-laws for the corporation. The by-laws may be amended or repealed by the shareholders or directors in any manner permitted by the by-laws.

This document was prepared by:
Diane Thompson, Esq.
P.O. Box 284772
Miami, FL 33228-2772
TEL: (305) 256-6723
FAX: 771597

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ARTICLE X: AMENDMENT

The shareholders or the directors may amend these Articles of Incorporation in any manner now or hereafter provided for under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Incorporator has executed this instrument as of May 1, 1997.



Christopher Vaffiemi
Incorporator

This document was prepared by:
Diana Pace-Ramos, Esq.
P.O. Box 823172
Miami, FL 33182-3172
TEL: (305) 838-4788
FAX: 771397

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Section 607.0501 of the Florida Business Corporation Act, CATOVEST USA, Incorporated, desiring to organize as a corporation under the laws of the State of Florida, submits the following statements in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation be:

CATOVEST USA, INC.

2. The name and address of the registered agent and the registered office of the corporation is:

Christopher Vuillermi
1120 Euclid Avenue, #8
Miami Beach, FL 33139

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I hereby accept service of process as registered agent.

By: 

497000009863

This document was prepared by:
Diana Poon-James, Esq.
P.O. Box 831372
Miami, FL 33281-3372
TEL: (305) 839-4761
FAX: 771597