

P97000055781

6/25/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

9:04 AM

((H97000010442 6))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: VICTOR HUGO, INC.
AUDIT NUMBER.....H97000010442
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET, TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM Connect: 00:05:05

5

FILED
97 JUN 25 AM 9:39
CORPORATE STATE
TALLAHASSEE, FLORIDA

Bm u125197

5

H 97000010442

ARTICLES OF INCORPORATION
OF

VICTOR HUGO, INC.

ARTICLE I - NAME

The name of this corporation is VICTOR HUGO, INC.

FILED
97 JUN 25 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

ARTICLE IV - 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

6781 Entrada Place
Boca Raton, Florida 33433

Ronald R. Fieldstone, Esq.
Fla. Bar No. 180299

FIELDSTONE, LESTER & SHEAR

First Union Financial Center
200 South Biscayne Blvd., Ste. 2100
Miami, Florida 33131

(305) 982-1555 1

H 97000010442

H 970000 10442

and the name and address of the initial registered agent of this corporation is:

Name	Address
Marcelo Occhionero	6781 Entrada Place Boca Raton, Florida 33433

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Victor Palacios	6781 Entrada Place Boca Raton, Florida 33433

ARTICLE VIII - INCORPORATOR

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

Name	Address
Victor Palacios	6781 Entrada Place Boca Raton, Florida 33433

ARTICLE IX - BY-LAWS

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

H 970000 10442

H 97000010442

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

VICTOR HUGO, INC.

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

Marcelo Occhionero
6781 Entrada Place
Boca Raton, Florida 33433

97 JUN 25 AM 9:39
TALLAHASSEE, FLORIDA



Victor Palacios

Title: Incorporator

Date: June 24, 1997.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Marcelo Occhionero

Date: 6/24, 1997.

LIBRARY/CARY/CS/CORP/VLART

H 97000010442