



P97000092778

ACCOUNT NO. : 072100000032

REFERENCE : 573709 85437A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED  
91 OCT 22 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : October 22, 1997

ORDER TIME : 10:07 AM

ORDER NO. : 573709-005

CUSTOMER NO: 85437A

600002326736--6  
-10/22/97--01038--023  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Ms. Marieta G. Pidermann  
SMITH & SUPRASKI, P.A.

Suite 760, Biscayne Centre  
11900 Biscayne Boulevard  
Miami, FL 33181

DOMESTIC FILING

NAME: LE METROPOLITAIN, CORPORATION *of Miami*

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
97 OCT 22 AM 10:41  
DIVISION OF CORPORATION

W97-2404

8N OCT 29 1997

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 22, 1997

CSC NETWORKS  
1201 HAYS ST.  
TALLAHASSEE, FL 32301-2607

SUBJECT: LE METROPOLITAIN, CORPORATION  
Ref. Number: W97000024041

**RESUBMIT**

Please give original  
KMKHKEKHN HENK DE THE HAYS

*Patricia Piguet*

*Miami, Inc.*

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 097A00051510

305-792-0060

RECEIVED  
97 OCT 28 PM 2:57  
DIVISION OF CORPORATION

EFFECTIVE DATE  
10/21/97

ARTICLES OF INCORPORATION  
OF

LE METROPOLITAIN OF MIAMI, INC.

FILED  
97 OCT 22 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I  
NAME

The name of this corporation is: LE METROPOLITAIN OF MIAMI, INC.  
place of business of this corporation shall be at 2450 N.E. Miami Gardens Drive, Second Floor,  
North Miami Beach, Florida 33180.

ARTICLE II  
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollar par value.

ARTICLE IV  
CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

**ARTICLE V**  
**VOTING**

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI**  
**DURATION**

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE VII**  
**DIRECTORS**

The number of directors of the corporation shall not be less than two or more than seven, as voted upon by the shareholders of the corporation.

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

**NAME**

**ADDRESS**

MICHEL HAJUN

2450 N.E. Miami Gardens Drive  
Second Floor  
North Miami Beach, Florida 33180

GILLES LEMONNIER

2450 N.E. Miami Gardens Drive  
Second Floor  
North Miami Beach, Florida 33180

JEAN-CLAUDE LATTES

2450 N.E. Miami Gardens Drive  
Second Floor  
North Miami Beach, Florida 33180

#### **ARTICLE VIII** **OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

##### **NAME**

##### **ADDRESS**

MICHEL HAJUN  
President

2450 N.E. Miami Gardens Drive  
Second Floor  
North Miami Beach, Florida 33180

GILLES LEMONNIER  
Vice-President

2450 N.E. Miami Gardens Drive  
Second Floor  
North Miami Beach, Florida 33180

JEAN-CLAUDE LATTES  
Secretary

2450 N.E. Miami Gardens Drive  
Second Floor  
North Miami Beach, Florida 33180

#### **ARTICLE IX** **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 X**  
**TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

**ARTICLE XI**  
**INITIAL REGISTERED AGENT/OFFICE**

The name and address of the initial registered agent of this corporation is Louis A. Supraski, 2450 N.E. Miami Gardens Drive, Second Floor, North Miami Beach, Florida 33180.

**ARTICLE XII**  
**INCORPORATOR**

The name and address of the subscriber of these Articles of Incorporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
MICHEL HAJUN	2450 N.E. Miami Gardens Drive Second Floor North Miami Beach, Florida 33180

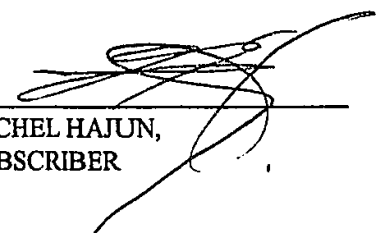
**ARTICLE XIII**  
**INDEMNIFICATION**

The subscriber, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by them in connection with or resulting from any claim, action, suit or proceeding,

in which they may become involved, as a party or otherwise, by reason of their being or having been a director, officer or employee of the corporation, whether or not they continue to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 21 day of October, 1997.

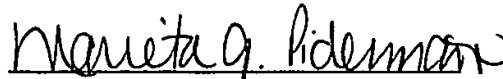
  
MICHEL HAJUN,  
SUBSCRIBER

STATE OF FLORIDA     )  
                                  )ss:  
COUNTY OF DADE     )

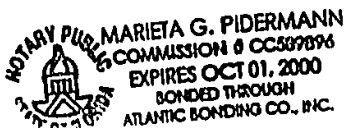
**BEFORE ME**, the undersigned Notary Public, personally appeared Michel Hajun, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that they made and subscribed the same for the purpose therein mentioned and set forth.

**IT WITNESS WHEREOF**, I have hereunto set my hand and official seal, at Miami, Dade County, Florida this 21 day of October, 1997.

My Commission Expires:

  
Notary Public, State of Florida

Marieta G. Pidermann  
Print Name of Notary Public



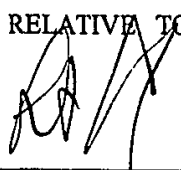
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM, PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST -- THAT LE METROPOLITAIN OF MIAMI, INC. DESIRING TO ORGANIZE  
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS LOCATED AT, 2450 N.E. MIAMI GARDENS DRIVE, NORTH MIAMI  
BEACH, FLORIDA 33180, HEREBY NAMES LOUIS A. SUPRASKI, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

  
MICHEL HAJUN

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
LOUIS A. SUPRASKI,  
REGISTERED AGENT  
DATED: October 21, 1997

FILED  
97 OCT 22 AM 9:39  
TALLAHASSEE  
STATE  
FLORIDA