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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: SUPEARLA INDUSTRIES, INC.

AUDIT NUMBER.....H97000020267

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUPEARLA INDUSTRIES, INC.

The undersigned, being over the age of eighteen (18) years and competent to contract, hereby present these Articles for the formation of a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

CORPORATE NAME

The name of the corporation is SUPEARLA INDUSTRIES, INC.

ARTICLE II

PURPOSES & POWERS

The general nature of the business or business to be transacted by this Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida and to possess and exercise all the powers and privileges granted by the laws of the State of Florida and by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion, or attainment of the business or purposes of the corporation including, without limitation:

1. To enter into and perform all manner and kinds of contracts, agreements, and obligations for any lawful purpose by or with any person, firm, association, corporation, or governmental division or subdivision.
2. To conduct and carry on its business or any branch thereof in any state or territory of the United States or in any foreign country, and to have and maintain in any state, territory, or foreign country a business office, plant, store, or other facility.
3. To purchase, lease, or otherwise acquire, and to hold, own, manage, or develop, and to mortgage, hypothecate, deed in trust, sell convey, exchange, option, subdivide, or otherwise dispose of real and personal property of every class and description and any estate or interest therein, as may be necessary or convenient for the proper conduct of the affairs of the corporation, without limitation as to amount or value, in any and all foreign countries, subject to the laws of any such state, districts, territories, or countries.
4. To cause to be formed, merged, reorganized, or liquidated, and to promote, take charge of, and aid in any way permitted by law the formation, merger, liquidation, or

Instrument Prepared By:
Nelson C. Keshen, Esq.
9130 South Dadeland Blvd. Suite 1511
Miami, FL 33156
FL. Bar No. 0142694

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reorganization of any corporation, association or organization of any kind, domestic or foreign; and to form, organize, promote, manage, control, and maintain, and to dissolve, merge, or consolidate one or more corporations, in the stock or other securities of which this corporation may be or become interested, for such purpose or purposes as may aid or advance the objects and purposes of this Corporation.

5. To enter into partnership agreements and joint ventures with any person, firm, association, or corporation engaged in carrying on any business in which the Corporation is authorized to engage, or in connection with carrying out all or any of the purposes of this Corporation.
6. To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

AUTHORIZED SHARES

The total number of shares of stock which the corporation shall have authority to issue is 1,000 shares of common stock of the par value of ONE DOLLAR (\$1.00) each, amounting in the aggregate to \$1,000.00.

ARTICLE IV

PREEMPTIVE RIGHTS

A. Except as provided in Paragraph B hereof, the shareholders of the Corporation shall have a preemptive right, granted on uniform terms and conditions prescribed by the board of directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the Corporation's unissued shares upon the decision of the board of directors to issue them. Such preemptive right shall include: (a) shares issued to directors, officers, agents, or employees of the Corporation, its subsidiaries, or affiliates; (b) shares issued to satisfy conversion rights created to provide compensation to directors, officers, agents, or employees of the Corporation, its subsidiaries, or affiliates; and (c) shares sold otherwise than for money.

B. Without being first offered to the stockholders for subscription, any shares of stock now or hereafter authorized may be issued as: (a) dividends or payment of dividends; or (b) pursuant to any amendment to the Articles of Incorporation whereby shares of stock are changed into a greater number of shares of the same class.

C. A shareholder may waive his preemptive right. A waiver evidenced in writing is irrevocable even though it is not supported by consideration.

D. Shares subject to preemptive rights that are not acquired by shareholders may be issued to any person for a period of three (3) months after being offered to shareholders at a consideration set by the board of directors that is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of three (3) months is subject to the shareholders' preemptive rights.

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ARTICLE V

CORPORATE EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI

POST OFFICE ADDRESS

The principal office or place of business of the Corporation shall be 4590 N.W. 128 Street Road, Miami, Florida 33054, or such other place as may be designated by the Board of Directors.

ARTICLE VII

REGISTERED AGENT AND REGISTERED OFFICE

The registered agent for the corporation and the registered office for the Corporation are as follows:

ANDREW DUBIN
4590 N.W. 128 Street Road
Miami, Florida 33054

ARTICLE VIII

NUMBER OF DIRECTORS

The number of directors of the Corporation shall be no less than one (1) nor more than five (5) as shall be from time to time determined by the Board of Directors. The initial Board of Directors shall consist of one (1) Director.

ARTICLE IX

NAME AND ADDRESS OF DIRECTOR

The initial Directors of the Corporation are:

ANDREW DUBIN
4590 N.W. 128 Street Road
Miami, Florida 33054

STEVEN PAUL ZARBATANY
4590 N.W. 128 Street Road
Miami, Florida 33054

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ARTICLE X

NAME AND ADDRESS OF SUBSCRIBER

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

ANDREW DUBIN
4590 N.W. 128 Street Road
Miami, Florida 33054

ARTICLE XI

BY-LAWS

The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to repeal or change by the stockholders.

ARTICLE XII

INDEMNIFICATION

The Corporation shall have the power to indemnify directors, officers, employees, and agents of the Corporation pursuant to the provisions of Chapter 607.0850, Florida Statutes, as the same may be from to time amended.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida for the uses and purposes aforesaid, this 4th day of December, 1997.


ANDREW DUBIN

STATE OF FLORIDA)

ss:

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ANDREW DUBIN, who produced his Florida driver's license as identification and who subscribed to the above and foregoing Articles of Incorporation; and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State last aforesaid, this 4th day of December, 1997.


NOTARY PUBLIC-STATE OF FLORIDA

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MILAGROSA COLON
My Commission CC438882
Expires Feb. 02, 1999
Bonded by ANB

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That SUPEARLA INDUSTRIES, INC., desires to organize as a Corporation under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, and has named ANDREW DUBIN as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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


RESIDENT AGENT

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