

WEINER, MORICI, & ARONSON, P.A.

ATTORNEYS AT LAW
The Clark House
102 North Swinton Avenue
Delray Beach, Florida 33444

Telephone: (561) 265-2666
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**MICHAEL S. WEINER
ALFRED G. MORICI
CAROLE J. ARONSON**

January 8, 1998

OF COUNSEL:
ROBERT MARC SCHWARTZ, P.A.
Florida Bar Board Certified
Real Estate Lawyer

P980000029768

VIA FEDERAL EXPRESS

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Kala Enterprises, Inc.

Dear Sir or Madame:

Enclosed please find the following:

1. Our firm's check number 2690 in the sum of One Hundred Seventy-Five Dollars (\$175.00) representing the filing fees as well as the cost of a certified copy;
2. Original and One and one copy of the Articles of Incorporation for the above-referenced corporation; and
3. A self-addressed stamped envelope.

Please return a certified copy of the Articles of Incorporation to the undersigned in the enclosed envelope. Thank you for your assistance in this matter.

Very truly yours,

Alfred G. Morici

Alfred G. Morici

AGM/bn

Enclosures

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DIVISION OF CORPORATIONS
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OF COUNSEL:
ROBERT MARC SCHWARTZ, P.A.
Florida Bar Board Certified
Real Estate Lawyer

January 9, 1998

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
Attention: Sharon
409 East Gaines Street
Tallahassee, FL 32399

RE: L'Argent Enterprises, Inc. (Previously referred to as Kala Enterprises, Inc.)

Dear Sir or Madame:

Enclosed please find the following:

1. Our firm's check number 2377 in the sum of One Hundred Twenty-Two and 50/100 Dollars (\$122.50) representing the filing fees as well as the cost of a certified copy;
2. Original and One and one copy of the Articles of Incorporation for the above-referenced corporation; and
3. A self-addressed stamped envelope.

Please return a certified copy of the Articles of Incorporation to the undersigned in the enclosed envelope. Thank you for your assistance in this matter.

Very truly yours,


Alfred G. Morici

AGM/bn

Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 9, 1998

ALFRED G. MORICI, ESQ.
WEINER, MORICI, & ARONSON, P.A.
102 N. SWINTON AVE.
DELRAY BEACH, FL 33444

SUBJECT: KALA ENTERPRISES, INC.
Ref. Number: W98000000576

We have received your document for KALA ENTERPRISES, INC. and check(s) totaling \$175.00. However, your check(s) and document are being returned for the following:

We are returning your check for \$175.00 to be replaced by one in the correct amount of \$122.50.

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) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 398A00001306

ARTICLES OF INCORPORATION
OF
L'ARGENT ENTERPRISES, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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THE UNDERSIGNED, acting as incorporator of a corporation under the Florida Business Corporation Act, F.S. Chapter 607, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is: L' ARGENT ENTERPRISES, INC., and the principal place of business and mailing address of this corporation shall be 102 North Swinton Avenue, Delray Beach Florida 33444.

ARTICLE II

This corporation shall commence on the date of filing and acknowledgment of these Articles and the duration of this corporation is perpetual.

ARTICLE III- STOCK

The aggregate number of shares which this corporation shall have authority to issue is 7,500 shares of common voting stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

ARTICLE IV - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE V - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares

or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article V pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

ARTICLE VI - INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 102 North Swinton Avenue, Delray Beach, Florida 33444, and the name of its initial registered agent at that address is ALFRED G. MORICI.

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
ALFRED G. MORICI	102 North Swinton Avenue Delray Beach, FL 33444

ARTICLE VIII **COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE IX - BY-LAWS

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

DATED this 9 day of January, 1998.



ALFRED G. MORICI, Incorporator

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 12 PM 1:54

The following is submitted pursuant to 48.091(1) and 607.0501, Florida Statutes:

L' ARGENT ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, being in the County of Palm Beach at 102 North Swinton Avenue, Delray Beach, Florida 33444, has named ALFRED G. MORICI, located at 102 North Swinton Avenue, Delray Beach, Florida 33444 as its initial registered agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named as initial resident agent to accept service of process for the above stated corporation, at the initial registered office of the corporation in this State, and being familiar with the obligations of such position; I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

DATED this 9th day of January, 1998.

Alfred G. Morici
ALFRED G. MORICI

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 9th day of Jan., 1998 by Alfred G. Morici, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

Marie P. Hankins
Notary Public

MARIE P. HANKINS
Printed Signature of Notary

My Commission Expires:

