

P98000064674

S

2:01 PM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H98000013574 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: LE BRISTOL OF FLORIDA, INC.,  
AUDIT NUMBER.....H98000013574

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

CERT. OF STATUS..0

PAGES..... 6

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

Connect: 00:12:16

The Bristol of Florida, Inc.

FILED  
98 JUL 23 AM 8:56  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

7-2398  
Mm



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 22, 1998

EMPIRE

SUBJECT: LE BRISTOL OF FLORIDA, INC.  
REF: W98000016719

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 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.

THE CONFLICT IS BRISTOL, INC., DOCUMENT NUMBER P93000005720.

If you have any further questions concerning your document, please call (850) 487-6928.

Michelle Milligan  
Document Specialist

FAX Aud. #: H98000013574  
Letter Number: 198A00038866

498000013574

ARTICLES OF INCORPORATION  
OF

BRISTOL L'HERMITAGE INC.

ARTICLE I

NAME

The name of the Corporation is BRISTOL L'HERMITAGE INC.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State. The principal place of business of this corporation is: 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

ARTICLE III

PERMITTED ACTIVITY

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value.

Prepared by:  
MARCO E. ROJAS  
Fla. Bar No. 0940453  
Freeman Buttermann & Haber, LLP.  
520 Brickell Key Drive, 0-305  
Miami, Florida 33131  
(305) 374.3800

498000013574

FILED  
98 JUL 23 AM 8:56  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

+98000013574

#### ARTICLE V

##### PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

#### ARTICLE VI

##### REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131. The initial Registered Agent at that address is Marco E. Rojas.

#### ARTICLE VII

##### DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the directors of the Board of Directors who shall serve until the first annual meeting of shareholders or until his successor is elected and qualified shall be:

Camilo Chamat , Director

+98000013574

448000013574

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is: Marco E. Rojas,  
520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

ARTICLE IX

INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suite or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of  
Incorporation this July 22, 1998.

  
Marco E. Rojas

448000013574

1198000013574

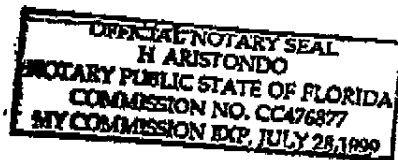
STATE OF FLORIDA    }  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared MARCO E. ROJAS, personally known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me according to law, that he made and subscribed the same for the purpose therein mentioned and set forth.

WITNESS my hand and official seal in the County and State named above this July 22, 1998.

My commission expires:

  
Notary Public - State of Florida



1198000013574

H98000013574

**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: BRISTOL L'HERMITAGE INC.

2. The name and address of the Registered agent and office is: Marco E. Rojas, 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

Signature:

Marco E. Rojas

Title:

Registered Agent

Date:

July 22, 1998

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 agreed 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.

Signature:

Marco E. Rojas

Date:

July 22, 1998.

**FILED**  
98 JUL 23 AM 8:56  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

H98000013574