

TRANSMITTAL LETTER

P99000014244

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Claro Corporation  
(Proposed corporate name - must include suffix)

600002773026--0  
-02/11/99--01062--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed is an original and one<sup>2</sup>(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Roy A. Premer  
Name (Printed or typed)

428 Aledo Avenue  
Address

Coral Gables, FL 33134  
City, State & Zip

305-448-1070  
Daytime Telephone number

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 FEB 11 PM 3:38

FILED

NOTE: Please provide the original and one copy of the articles.

ajc  
2/15

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation: --

1. Name and Address. The name of this corporation is CLARO CORPORATION and the principal office is 268 S. Federal Highway, Deerfield Beach, Florida, 33441 and its mailing address is 428 Aledo Avenue, Coral Gables, FL 33134.

2. Duration. The period of its duration is perpetual.

3. Purpose. The purpose is to engage in any related activities or business permitted under the laws of the United States and Florida.

4. Capital Stock. The corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares, all of one class, at a \$1.00 par value.

5. Initial Registered Office and Agent. The name and address of the initial registered agent and office of this corporation is as follows:

Claudia N. Premer      428 Aledo Avenue  
Coral Gables, FL 33134

6. Initial Board of Directors. This corporation shall have (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

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The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Roy A. Premer	428 Aledo Avenue Coral Gables, FL 33134
Claudia N. Premer	428 Aledo Avenue Coral Gables, FL 33134

7. Incorporator. The name and address of the Incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Roy A. Premer	428 Aledo Avenue Coral Gables, FL 33134

8. Bylaw Amendment. The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

9. Indemnification. The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of this corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

10. Informal Action of Directors. If a majority of the Directors severally or collectively consent in writing to any action taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

11. Amendment of Articles. The power to amend these Articles of Incorporation shall vest in the Stockholders and Directors, in the manner produced by the Florida Statutes.

12. Pre-emptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may be from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in a ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

13. Director Conflict of Interest. A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone that such director or directors are present at the meeting

of the board of directors or a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purposes without counting the vote or votes of such interested director or directors; or

2. If the fact of such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and contract or transaction by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

14. Informal Action of Shareholders. Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present

and voted, and filed with the Secretary of the corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10<sup>th</sup> day of February, 1999.



ROY A. PREMIER  
Incorporator

STATE OF FLORIDA           )  
COUNTY OF MIAMI-DADE   )

BEFORE ME, the undersigned authority, personally appeared ROY A. PREMIER, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

10th WITNESS WHEREOF, I have hereunto set me hand and seal this day of February, 1999.

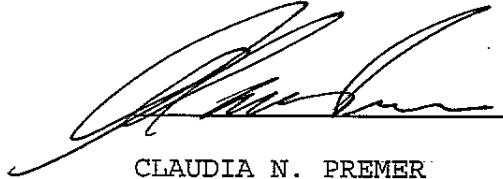


Notary Public  
My Commission Expires:



C M FERNANDEZ  
My Commission CC537206  
Expires Mar. 04, 2000

I hereby accept and am familiar with the duties of being  
designated as Registered Agent.



CLAUDIA N. PREMER  
Registered Agent

STATE OF FLORIDA       )  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared  
CLAUDIA N. PREMER, to me known to be the person who has agreed to  
be the Register Agent of the Corporation, and she acknowledged to  
and before me that she has agreed.

10th WITNESS WHEREOF, I have hereunto set my hand and seal this  
day of February, 1999.



Notary Public  
My Commission Expires:



C M FERNANDEZ  
My Commission CC537206  
Expires Mar. 04, 2000

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TALLAHASSEE, FLORIDA