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Law Offices

# SANTIAGO DIEZ, P.A.

Banco Santander Center Suite 500 1401 Brickell Avenue Miami, Florida 33131

April 23, 1999

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	Profit	Amendment
<u> </u>	NonProfit	Resignation of R.A., Officer/Director
	Limited Liability	Change of Registered Agent
	Domestication	Dissolution/Withdrawal
	Other	Merger

	AMENDMENTS
Profit	Amendment
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OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

	REGISTRATION/A QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other .

B. BROCK APR 2 9 1999

# ARTICLES OF INCORPORATION OF KLEAN AS A WHISTLE OF MIAMI, INC.

I, the undersigned, being of legal age and a natural person do hereby incorporate, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

# ARTICLE I - NAME & PRINCIPAL ADDRESS

The name of this corporation shall be KLEAN AS A WHISTLE OF MIAMI, INC. The principal office and mailing address of this corporation shall be:

KLEAN AS A WHISTLE OF MIAMI, INC. 1623 N.E. 163 Street
North Miami Beach, Florida 33162

# ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any and all lawful activity or business permitted under the laws of the United States and of the State of Florida.

# ARTICLE III - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence.

## ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Par Value Class of Authorized Per Share Stock Common

The consideration for all of the said stock shal  $\overline{\mathbb{I}}$  be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

#### ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence. =

# ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 1623 N.E. 163 Street, North Miami Beach, Florida 33162 with the privilege of having its offices and branch offices at other places within the State of Florida. The initial registered agent at that address shall be LUZ GEDULD. The Board of Directors may from time to time designate such other address and place for the registered office of this corporation as it may see fit.

# ARTICLE VII - INITIAL BOARD OF DIRECTORS --

This corporation shall have one (1) director initially with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders. name and address of the initial director of the corporation, who shall hold office for the first year or until his/her successor(s) are duly elected and qualified, or appointed shall be:

Name and title	Address
Gladys Silva	1623 N.E. 163RD Street
Director	North Miami Beach, FL 33162

#### ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is: LUZ GEDULD, 1623

N.E. 163 Street, North Miami Beach, Florida 33162.

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law, as the law now exists or as it may be amended hereafter.

#### ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation under the laws of State of Florida this 230 day of 400, 1999.

Luz Geduld Incorporator

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STATE OF FLORIDA )
) ss:
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared LUZ GEDULD, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that she executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this  $23^{\text{YC}}$  day of  $4p_{\text{YC}}$ , 1999.

NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

My Commission Expires:



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

In compliance with the laws of the State of Florida, the following is submitted:

First, that , KLEAN AS A WHISTLE OF MIAMI, INC., desiring to organize under the laws of the State of Florida, has named LUZ GEDULD, 1623 N.E. 163 Street, North Miami Beach, Florida 33162 as its statutory registered agent.

#### ACKNOWLEDGMENT

Having been made the statutory agent of the above corporation at the place designated in this certificate I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

LUZ GEDULD Registered Agent

DATED: this <u>22</u>day of <u>April</u>, 1999