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To:

Division of Corporations
Fax Number : (850)922-4001

From:

ACCOUNT Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305)358-2571
Fax Number : (305)358-7832

FLORIDA PROFIT CORPORATION OR P.A.

DON CLARKE ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
FOR
DON CLARKE ENTERPRISES, INC.

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

DON CLARKE ENTERPRISES, INC.

ARTICLE II DURATION

The corporation shall have a perpetual existence.

ARTICLE III PURPOSE

The purpose of this Corporation is to engage in any or all lawful business for which corporations may be incorporated under the laws of the United States and Florida.

ARTICLE IV PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be:

6151 MIRAMAR PARKWAY, SUITE 124
MIRAMAR, FLORIDA 33023

ARTICLE V CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of One Dollar.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

CAROL L. GRANT
561 N.W. 183RD STREET
MIAMI, FLORIDA 33169

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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TALLAHASSEE, FLORIDA

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199-17697

ARTICLE VII. PRE-EMPTIVE RIGHTS

The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of common stock of the corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the corporation. The pre-emptive right to any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

ARTICLE VIII INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

DONALD F. CLARKE
6151 MIRAMAR PARKWAY, SUITE 124
MIRAMAR, FLORIDA 33023

ARTICLE IX INITIAL BOARD OF DIRECTORS

The Board of Directors shall consist of not more than five nor less than one member at any time, but the number of directors may be increased or decreased from time to time by vote of the stockholders. The initial Board of Directors shall consist of:

DONALD F. CLARKE
395 NE 154TH STREET
MIAMI, FLORIDA 33162

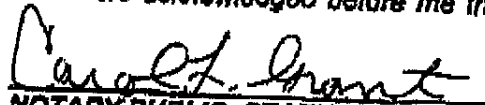
DONALD CLARKE, JR.
395 NE 154TH STREET
MIAMI, FLORIDA 33162

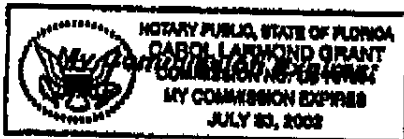
HELGA CLARKE
395 NE 154TH STREET
MIAMI, FLORIDA 33162

The undersigned has executed these Articles of Incorporation this 16th day of July 1999.


DONALD F. CLARKE - Incorporator

The foregoing Articles of Incorporation were acknowledged before me this 16th day of July 1999.


NOTARY PUBLIC, STATE OF FLORIDA



199-17697

H99-17697

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for DON CLARKE ENTERPRISES, INC. at the place designated in Article VI, CAROL L. GRANT agrees to accept this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated: July 16, 1999

Carol L. Grant
CAROL L. GRANT, REGISTERED AGENT

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