

Division of Corporations

Page 1 of 2

# P99000089789

**Florida Department of State**

Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.**

cologne connection, inc.

|                       |         |
|-----------------------|---------|
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APR 12/99

## ARTICLES OF INCORPORATION

OF

COLOGNE CONNECTION, INC.

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THE UNDERSIGNED, has executed the following document, as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

## ARTICLE I

The name of this corporation shall be:

COLOGNE CONNECTION, INC.

## ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

## ARTICLE III

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

2641 N.E. 186 Terrace  
N. Miami Beach, FL 33180

## ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

Prepared By:  
Michael Kurzman, Esq.  
15499 W. Dixie Highway  
North Miami Beach, FL 33162  
FL. Bar #230189  
(305)945-4100

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.14;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its obligations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

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To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profits sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statue S607.014;

#### ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$100.00 per share. (\$100.00)

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

Ezra Alexander  
18727 W. Dixie Highway  
North Miami Beach, FL 33180

#### ARTICLE VII

The initial board of Directors shall consist of a total of three person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

President - Ezra Alexander, 18727 W. Dixie Hwy. NMB, FL 33180  
V. Pres. - Ofer Sustiel, 19 W. Flagler St., Miami, FL 33130  
Sec./Treas.-Natan Sustiel, 2251 SW 66 Terr.,Davie, FL 33317

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## ARTICLE VIII

The initial Officers of the Corporation shall be:

Ezra Alexander, President  
Ofer Sustiel, Vice President  
Natan Sustiel, Secretary/Treasurer

## ARTICLE IX

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

Ezra Alexander  
18727 W. Dixie Highway  
North Miami Beach, FL 33180

The undersigned has executed these Articles of Incorporation this 11th day of October, 1999.

Ezra Alexander  
Incorporator

State of Florida

County of Dade SS:

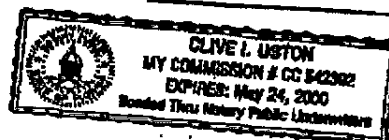
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Ezra Alexander, known to me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of Florida, County of Dade, this 11th day of October, 1999.

CLIVE L. USTON  
NOTARY PUBLIC, State of Florida

Print Name: CLIVE USTON

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**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.

First that Cologne Connection, Inc. desiring to organize  
(Name of Corporation)  
under the laws of the State of Florida, with its principal  
office, as indicated in the Articles of Incorporation has named  
Ezra Alexander located at 18727 W. Dixie Highway, North Miami  
Beach, County of Dade, State of Florida, as its agent to accept  
service of process within this state.

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 AGREE 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 POSITIONS AS  
REGISTERED AGENT.

SIGNATURE

*Ezra alex*  
Registered AgentSTATE  
TALLAHASSEE, FLORIDA

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