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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32309  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135- - 0  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3884  
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: COLEKAP CORP.  
FAX AUDIT NUMBER: H95000000447  
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JAN 12 1995  
9:10:37

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THIS INSTRUMENT PREPARED BY:  
JULIAN R. BENJAMIN, ESQUIRE  
FLORIDA BAR NO. 005093  
1100 PONCE DE LEON BLVD.  
CORAL GABLES, FLORIDA 33134  
(305) 448-6202

11-95

ARTICLES OF INCORPORATION

OR

ColeKap Corp.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

ColeKap Corp.

The mailing address for the Corporation is:

1100 Ponce de Leon Blvd., Coral Gables, Fl 33134

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation and general nature of the business to be conducted are as follows:

- A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

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55 JUN 12 11 34 AM '95

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ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

ARTICLE V

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
JULIAN R. BENJAMIN	1100 PONCE DE LEON BLVD. CORAL GABLES, FL 33134	100

ARTICLE VII

DIRECTORS

The initial number of Directors of this corporation shall be

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one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Larry Kaplan	c/o Hellman & Maas 1100 Ponce de Leon Blvd. Coral Gables, Fl 33134
Bob Cole	c/o Hellman & Maas 1100 Ponce de Leon Blvd. Coral Gables, Fl 33134

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

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ARTICLE X

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1100 PONCE DE LEON BLVD., CORAL GABLES, FLORIDA, and the name of the initial Registered Agent of this corporation at that address is JULIAN R. BENJAMIN.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

DATED this 11<sup>th</sup> day of January, 1995.

  
JULIAN R. BENJAMIN

STATE OF FLORIDA )  
                          ) SS  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared

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JULIAN R. BENJAMIN, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida, this 11 day of January, 1995.

*Odaly Licea*

Notary Public, State of Florida at Large

My Commission Expires:



ODALYS LICEA  
MY COMMISSION # 00 19818 EXPIRES  
NOVEMBER 7, 1995  
BONDED THRU TROY FAH INSURANCE, INC.

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ColaKap Corp.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSES OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS \_\_\_\_\_ MAY BE SERVED \_\_\_\_\_

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT ColaKap Corp. IS DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED JULIAN R. BENJAMIN, ESQUIRE, AT 1100 PONCE DE LEON BOULEVARD, CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: *Julian R. Benjamin*  
JULIAN R. BENJAMIN  
Title: Subscriber  
Date: 1/11/95

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: *Julian R. Benjamin*  
JULIAN R. BENJAMIN  
(Registered Agent)  
Date: 1/11/95

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PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION  
FOR  
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

DIVISION OF CORPORATIONS

FILED

96 OCT -2 AM 9:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOCUMENT # **P95000003133**

1. Corporation Name  
**COLEKAP CORP.**



**REINSTATEMENT** *910*

Principal Place of Business  
**1100 PONCE DE LEON BLVD.  
CORAL GABLES FL 33134**

Mailing Address  
**1100 PONCE DE LEON BLVD.  
CORAL GABLES FL 33134**

If above addresses are incorrect in any way line through incorrect information and enter correction below

2. New Principal Office Address, if Applicable  
**10230 E. Calusa Club Dr.**

3. New Mailing Office Address, if Applicable  
**10230 E. Calusa Club Dr.**

4. Date Incorporated or Qualified To Do Business in Florida  
**01/12/1995**

City & State  
**Miami, Florida**

City & State  
**Miami, Florida**

5. FEI Number  Applied For  
 Not Applicable

6. CERTIFICATE OF STATUS DESIRED  \$8.75 Additional Fee required for a Certificate of Status

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1. Title(s)	2. Name of Officers and/or Directors	3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4. City / State / Zip
D	KAPLAN, LARRY	1100 PONCE DE LEON BLVD. 10230 E. Calusa Club Dr.	CORAL GABLES FL 33134 Miami, Florida 33186
D	COLE, BOB	1100 PONCE DE LEON BLVD. 10230 E. Calusa Club Dr.	CORAL GABLES FL 33134 Miami, Florida 33186

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-10/16/96--01028--012  
\*\*\*\*375.00\*\*\*\*375.00  
*9/10-15-96*

8. Name and Address of Current Registered Agent  
**BENJAMIN, JULIAN R ESO.  
1100 PONCE DE LEON BLVD.  
CORAL GABLES FL 33134**

9. Name and Address of New Registered Agent  
Name  
**Peter G. Gruber, Esquire**  
Street Address (P.O. Box Number is Not Acceptable)  
**9100 South Dadeland Boulevard**  
Suite, Apt. #, Etc.  
**One Datan Center, Suite 910**  
City  
**Miami**  
State  
**FL**  
Zip Code  
**33156**

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.  
Signature of Registered Agent *Peter G. Gruber*  
REGISTERED AGENT MUST SIGN  
Date **9/30/96**

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes  No  (See other side for information on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(f), F.S. The information indicated on this application is true and accurate and my signature shall have the same legal effect as if made under oath.

SIGNATURE: *Lawrence M. Kaplan*  
NATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR  
**9/5/96 (305) 383-7421**  
Daytime Phone #