



UCC FILING & SEARCH SERVICES, INC.
 526 East Park Avenue
 Tallahassee, Florida 32301
 (850) 681-6528

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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

HOLD
 FOR PICKUP BY
 UCC SERVICES
 OFFICE USE ONLY

December 27, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Lindy Assets, Inc

PO1000121574

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

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NEW FILINGS	
X	Profit / <i>DOMESTICATION</i>
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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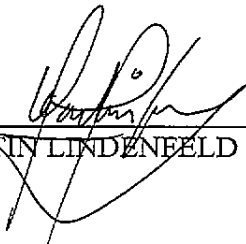
J. BRYAN DEC 27 2001

CERTIFICATE OF DOMESTICATION

The undersigned, MARTIN LINDENFELD, Director, of LINDY ASSETS CORPORATION, a foreign Corporation, in accordance with F.S. 607.1801 does hereby certify:

1. The date on which corporation was first formed was June 17, 1994.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the British Virgin Islands.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was LINDY ASSETS CORPORATION.
4. The name of the corporation, as set forth in its Articles of Incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is LINDY ASSETS, INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was the British Virgin Islands.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am MARTIN LINDENFELD, a Director of LINDY ASSETS CORPORATION, and I am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 26th day of December, 2001.



MARTIN LINDENEELD

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ARTICLES OF INCORPORATION

of

Lindy Assets, Inc.

The undersigned hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be Lindy Assets, Inc. The address of the principal office of this corporation shall be 5292 S.W. 80th Street, Miami, Florida 33143, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146, and the name of the initial registered agent of the corporation at that address is Atrium Registered Agents, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI. OFFICERS AND DIRECTORS

The names and addresses of the initial Officers and Directors are:

Martin Lindenfeld President/Director
5292 S.W. 80th Street
Miami, Florida 33143

Helene Lindenfeld Vice President/Secretary
5292 S.W. 80th Street
Miami, Florida 33143

ARTICLE VII. INCORPORATOR

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

UCC Filing & Search Services, Inc.
526 East Park Avenue
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of UCC Filing & Search Services, Inc., has executed these articles of incorporation on December 27, 2001.

UCC Filing & Search Services, Inc.

By: Alison Hand
Alison Hand, Assistant Secretary

**CERTIFICATE OF DESIGNATION OF
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 DESIGNATING ITS REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Lindy Assets, Inc.

2. The name and address of the registered agent and office is:

**ATRIUM REGISTERED AGENTS, INC.
1500 SAN REMO AVENUE
SUITE 125
CORAL GABLES, FL 33146**

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Robert A. Stamen

ROBERT A. STAMEN, Director
and Vice President

Date: December 27, 2001

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