

1201 HAYS STREET
MIAMI, FL 33133
904-22-0111
904-22-0111 FAX
800-242-8086
P960000746666



PRIENTHALL
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 063523 80335A

AUTHORIZATION : Patricia Puyuth

COST LIMIT : \$ 70.00

ORDER DATE : August 23, 1996

ORDER TIME : 10:22 AM

ORDER NO. : 063523

CUSTOMER NO: 80335A

CUSTOMER: Robert V. Fitzsimmons, Esq
ROBERT V. FITZSIMMONS, P A

Suite 404
3250 Mary Street
Miami, FL 33133

DOMESTIC FILING

NAME: ~~L & R, INC.~~

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

502-672
W96-17809
509.

96 AUG 23 PM 3:41
RECEIVED
STATE
INCORPORATIONS

96 AUG 23 5:10:54
RECEIVED
DIVISION OF INCORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 6, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: 1427 ENTERPRISES, INC.
Ref. Number: W96000017809

RESUBMIT

Please give original
submission date as file date.

We have received your document for 1427 ENTERPRISES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 196A00041788

RESUBMIT

Please give original
submission date as file date.

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SEP 12 1996
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthillm

Secretary of State

DIVISION OF CORPORATIONS

FILED
BY DE STATE
CORPORATIONS

25 AUG 23 PM 3:41

August 23, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: L & R, INC.
Ref. Number: W96000017809

RESUBMIT

Please give original
submission date as file date.

We have received your document for L & R, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 496A00040189

RESUBMIT

Please give original
submission date as file date.

EFFECTIVE DATE
8/22/96
ARTICLES OF INCORPORATION
OF

FILED
CLERK OF STATE
CORPORATIONS
96 AUG 23 PM 3:41

1427 ENTERPRISES, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is 1427 ENTERPRISES, INC. The corporation's initial principal place of business shall be 1427 West Avenue, Miami Beach, Florida 33139.

ARTICLE II

Duration and Existence

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

Mailing Address

The initial mailing address of the corporation is 1427 West Avenue, Miami, Beach, Florida 33139.

ARTICLE V

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock each having \$1.00 par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3250 Mary Street, Suite 404, Coconut Grove, FL 33133 and the name of the initial registered agent of this corporation at that address is Robert V. Fitzsimmons, P.A.

ARTICLE VII

Director

(a) Number. This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The names of the members of the first board of directors of the corporation are:

Names

President	Regina L. Soileau
Vice-President	Lizette L. Templeton
Secretary	Regina L. Soileau
Treasurer	Lizette L. Templeton

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE VIII

Indemnification

The Corporation shall indemnify to the full extent permitted under and in accordance with the laws of the State of Florida any person made or threatened to be made a party to an action, suit or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his heirs, executors and assigns is or was a director, officer, employee or agent of the Corporation or is or was serving, at the request of the Corporation, as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE X

Incorporator

The name and street address of the incorporator of this corporation are:

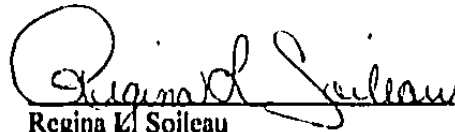
Regina L. Soileau
752 Meridian Avenue, #17
Miami Beach, Florida 33139

ARTICLE XI

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on August 22, 1996.


Regina L. Soileau

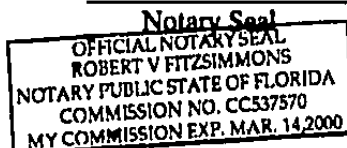
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on this 22nd day of August, 1996 by Regina L. Soileau, who is personally known by me.



Notary Public, State of Florida
Name: _____

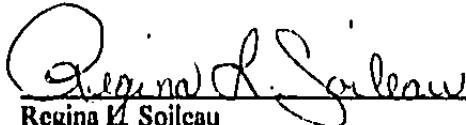
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

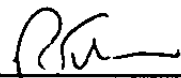
1427 ENTERPRISES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida has named Robert V. Fitzsimmons, located at 3250 Mary Street, Suite 404, as its agent to accept service of process within Florida.


Regina L. Soileau
Incorporator

FILED
STATE
SECRETARY OF CORPORATIONS
56 JUN 23 PM 3:41

Dated:

Having been named to accept service 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.


ROBERT V. FITZSIMMONS
Registered Agent

Date: