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W. J. VAUGHN
ATTORNEY-AT-LAW
MELBOURNE, FLORIDA 32901

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TALLAHASSEE FLORIDA

W.G. VAUGHN (1890-1951)

W.J. VAUGHN
ELISE G. VAUGHN

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February 7, 2000

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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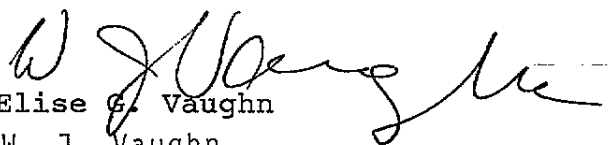
Re: L & C Holding Corporation

Gentlemen:

Enclosed please find the following for the filing for a new corporation:

- [1] Original Articles of Incorporation and copy to be certified.
- [2] Filing fee of \$78.75.

Sincerely Yours,


Elise G. Vaughn
W. J. Vaughn

Enc.

S. Thompson FEB 16 2000

ARTICLES OF INCORPORATION
OF
L & C HOLDING CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE I

NAME

The name of the corporation shall be L & C HOLDING CORPORATION.

ARTICLE II

DURATION

The corporation shall have perpetual existence commencing upon the date of acknowledgement of these Articles.

ARTICLE III

PURPOSE

The purposes for which the corporation is organized are: to directly or through ownership of shares in any corporation, to purchase, lease, exchange, or otherwise acquire real estate and property, either improved or unimproved, and any interest therein; to own, hold control, maintain, manage, and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate, and control all kinds of buildings, houses, hotels, apartments, stores, offices, warehouses, mills, shops, factories, machinery, and plants, and all structures and erections of any description on any lands owned, held or leased by the Corporation, or upon any other lands; to lease or sublet offices, stores, apartments, and other space in such building or buildings,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

and to sell lease, sublet, mortgage, create a security interest in, exchange, assign, transfer, convey, pledge, or otherwise alienate or dispose of any of such real estate and property, and any interest therein, and in general to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is one hundred (100), all of which shall be common shares with par value of \$10.00.

ARTICLE V

It is the intention of the incorporators that the stock of this Corporation shall qualify as a Small Business Company Stock under Section 1244 of the Internal Revenue Code, and as a Subchapter "S" Corporation.

ARTICLE VI

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.

ARTICLE VII

PRINCIPAL OFFICE AND REGISTERED AGENT

[A] The street address of the initial principal office of the corporation is 937 Ocean Strand, Boca Raton, Florida 33431.

[B] The name of the initial registered agent is Joseph Hodach whose address is 937 Ocean Strand, Boca Raton, Florida 33431.

ARTICLE VIII

DIRECTORS

This corporation shall have two (2) directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws. The name and address of the initial Directors of this corporation are:

NAME	ADDRESS
Larry Zender	18519 Freedom Court Mishicot, Wi. 54228
Joseph Hodach	937 Ocean Strand Boca Raton, Fl. 33431

ARTICLE IX

INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

Larry Zender	18519 Freedom Court Mishicot, Wi. 54228
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Joseph Hodach

937 Ocean Strand

Boca Raton, Fl. 33431

ARTICLE X

OFFICERS

The officers of the corporation may be a President/Vice President/Secretary/Treasurer, or any one of them as may be provided for in the By-Laws.

The name of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors is:

OFFICER

President Joseph Hodach

Secretary/Treasurer Larry Zender

The officers shall be elected at the annual meeting of the Board of Directors, or as provided in the By-Laws.

ARTICLE XI

BYLAWS

[A] The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

[B] Upon proper notice the By-Laws may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XII

PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares of property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE XIII


EFFECTIVE DATE

The effective date of this corporation shall be the date these Articles are filed with the Secretary of State.

IN WITNESS WHEREOF I have made, subscribed, and acknowledged
this Certificate of Incorporation this 2nd day of September
1999.



Joseph Hodach



Larry Zender

ACCEPTANCE

I agree as Resident Agent to accept Service of Process; to
keep the office open during prescribed hours; to post my name (and
any other officers of said corporation authorized to accept service
of process at the above Florida designated address) in some
conspicuous place in the office as required by law.



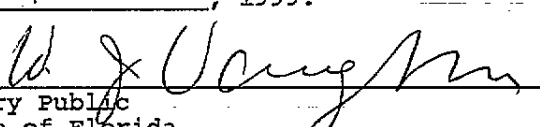
Joseph Hodach

STATE OF FLORIDA
COUNTY OF BREVARD

I hereby certify that on this day, before me, an officer duly authorized
in the State aforesaid and in the County aforesaid to take acknowledgments,
personally appeared Joseph Hodach to me known to be the person described in and
who executed the foregoing instrument and he acknowledged before me that he
executed the same.

Said party (check one) (☒) is personally known to me or (☐) presented
_____ as identification, and did take an oath.

Witness my hand and official seal in the County and State last aforesaid
this 2nd day of September, 1999.



Notary Public
State of Florida
My Commission Expires:



W. J. Vaughn
MY COMMISSION # CC854423 EXPIRES
August 21, 2003
BONDED THRU TROY FAIR INSURANCE, INC.