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June 27, 2000

Via Express Mail

Secretary of State
Division of Corporations
409 East Gaines Street,
Tallahassee, FL 32399

FILED
00 JUN 29 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-06/29/00--01008--001
*****78.75 *****78.75

Re: Lullabye Lane, Inc.


Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for **Lullabye Lane, Inc.**, along with a check in the amount of \$78.75, payable to Secretary of State.

Please file the original, certifying the copy and sending same back to this office.

Thank you in advance for your courtesy and cooperation in this matter.

Very truly yours,


Louis A. Supraski, Esq.

Signed in Mr. Supraski's
absence to avoid delay.

LAS/es
Enclosures

T. Burch JUN 30 - 2000

ARTICLES OF INCORPORATION

OF

LULLABYE LANE, INC.

FILED

00 JUN 29 AM 9:11

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is: **LULLABYE LANE, INC..** The principal place of business of this corporation shall be at **9601 Collins Avenue, #102, Bal Harbour, Florida 33154.**

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollars par value.

ARTICLE IV

CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V

VOTING

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

ARTICLE VI
DIRECTOR(S)

The number of director(s) of the corporation shall be not less than two nor more than seven, as voted upon by the shareholders of the corporation.

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Dawn MarcAntonio	9601 Collins Avenue #102 Bal Harbour, Florida 33154.

ARTICLE VII
DURATION

The corporation shall have a perpetual existence.

ARTICLE VIII
OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Dawn MarcAntonio	9601 Collins Avenue #102 Bal Harbour, Florida 33154.	President/ Secretary/ Treasurer

ARTICLE IX
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 prorata share

thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X
TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI
INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is **Louis A. Supraski, 2450 N.E. Miami Gardens Drive, Second Floor, North Miami Beach, Florida 33180.**

ARTICLE XII
INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Dawn MarcAntonio	9601 Collins Avenue #102 Bal Harbour, Florida 33154.

ARTICLE XIII
INDEMNIFICATION

The incorporator, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or

**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:

FIRST -- THAT LULLABYE LANE, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS LOCATED AT DAWN MARCANTONIO, 9601 Collins Avenue, #102, Bal
Harbour, Florida 33154, HEREBY NAMES LOUIS A. SUPRASKI, 2450 N.E. MIAMI
GARDENS DRIVE, SECOND FLOOR, NORTH MIAMI BEACH, FLORIDA 33180, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.


DAWN MARCANTONIO

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.



LOUIS A. SUPRASKI
REGISTERED AGENT

DATED: June 26, 2000

FILED
JUN 29 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA