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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 922-4001

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

**FLORIDA PROFIT CORPORATION OR P.A.**

**LIJECL, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
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H00000040222 Charter No. \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

LWECL INC.

ARTICLE I - NAME

The name of this corporation is **LWECL, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved by law, commencing with the filing of the Certificate with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Laws of the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated "Common Stock". The Corporation may, from time to time, authorize and/or issue additional shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase a pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2701 SW 3<sup>rd</sup> Avenue, Miami, Florida 33178, and the name of the initial Registered Agent of this Corporation is Richard J. Diaz, P.A.. The principal place of business is 9737 NW 41 Street, Suite 201 Miami, Miami-Dade County, Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS  
AND OFFICERS

This corporation shall have ONE (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The names of the initial officers and directors of this corporation are:

**LILLIANA GIRALDO**

President/Director

ARTICLE VIII - INCORPORATOR

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The name of the incorporator, signing these Articles is:

LILLIANA GIRALDO

ARTICLE IX - CUMULATIVE VOTING

At each election for directors, every stockholder entitled to vote at such election shall have the right to accumulate his/her votes by giving one (1) candidate as many votes as the number of directors to be elected at that time multiplied by the number of his/her shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder(s).

ARTICLE XI - GREATER VOTING REQUIREMENTS FOR  
SHAREHOLDERS WITH RESPECT TO DISSOLUTION

The affirmative vote of fifty-one (51%) percent of the issued shares of this Corporation, entitled to vote thereon shall be required for the authorization of any resolution to dissolve this corporation.

ARTICLE XII - DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to adjust the compensation of officers and directors of this corporation.

ARTICLE XIII - SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

ARTICLE XIV - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by Florida law.

ARTICLE XV - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this  
27 day of July, 2000.

  
Lilliana Giraldo  
Incorporator

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STATE OF FLORIDA)  
COUNTY OF MIAMI-DADE )

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This foregoing instrument was acknowledged before me this 27 day of July, 2000 by Lilliana Giraldo, as incorporator of LJECI, INC., who personally appeared before me at the time of notarization and who is personally known to me or has produced \_\_\_\_\_ as identification and who (did/did not) take an oath.

NOTARY PUBLIC:  
sign: [Signature]  
print: Frank M Marks  
State of Florida at Large  
My Commission Expires:

 Frank M Marks  
My Commission CC678043  
Expires September 10, 2001

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

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

FIRST, THAT LUECI, 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 RICHARD J. DIAZ, P.A. AS REGISTERED AGENT, LOCATED AT  
2701 SOUTHWEST 3RD AVENUE, MIAMI, FLORIDA 33129 AS THE AGENT UPON WHOM PROCESS  
MAY BE SERVED. THE PRINCIPAL ADDRESS OF THE BUSINESS IS 9737 NW 41 Street, Suite 201  
MIAMI, FLORIDA.

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: \_\_\_\_\_



Liliana Giraldo  
Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED  
CORPORATION, AT THIS PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT  
IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES  
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: \_\_\_\_\_

  
RICHARD J. DIAZ, P.A.  
(RESIDENT AGENT)

DATED: \_\_\_\_\_

7/27/00

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