

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO10000006628

Lionel & Co., Inc.

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*****70.00 *****70.00

- ☒ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ____ Cert. Copy _____
- ☒ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____

FILED
01 JAN 18 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 JAN 18 AM 10:24
DIVISION OF CORPORATION

Signature _____

Requested by: DR 1-18-01 9:18
Name Date Time

Walk-In Will Pick Up

10-8

ARTICLES OF INCORPORATION

OF

LIONEL & CO., INC.

We the undersigned, hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a Corporation under the provisions of Chapter 607 of the Statutes of the State of Florida.

FILED
01 JAN 18 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The Name of this Corporation shall be:

LIONEL & CO., INC.

ARTICLE II

The general nature of the business to be transacted by this Corporation shall be as follows:

- a) To engage in any business or economic pursuit not prohibited by the laws of The State of Florida.
- b) To hold, lease, rent or sell such business or businesses, and to do any and all things necessary and pertinent to said business.
- c) To do all and everything necessary and proper for the Accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation necessary or incidental to the protection and benefit of the Corporation, and, in general, either alone or in association with others, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or objects of the Corporation, whether or not such

business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation.

ARTICLE III

The authorized capital stock of the Corporation shall consist of one hundred (100) shares at no par value.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of The United States of America, or property, labor or services at a just valuation to be fixed by the directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the directors.

ARTICLE IV

The amount of capital with which this corporation shall begin business is not less than one thousand (\$1000) dollars.

ARTICLE V

This Corporation is to have perpetual existence.

ARTICLE VI

The principal office of this Corporation shall be at: 13220 Houston Ave., Hudson, Florida 34667

ARTICLE VII

The number of incorporators shall be two, but the by-laws may provide for such increase or decrease in number thereof as is authorized by law.

ARTICLE VIII

The names and Post Office addresses of the first Board of Directors are:
President – Lionell Williams, PO Box 5354, Spring Hill, Florida 34611
Vice-President – Margaret Williams, PO Box 5354, Spring Hill, Florida 34611
Secretary – Margaret Williams, PO Box 5354, Spring Hill, Florida 34611

ARTICLE IX

The names and post office addresses of the subscribers to this Certificate of Incorporation are:
President – Lionell Williams, PO Box 5354, Spring Hill, Florida 34611
Vice-President – Margaret Williams, PO Box 5354, Spring Hill, Florida 34611
Secretary – Margaret Williams, PO Box 5354, Spring Hill, Florida 34611

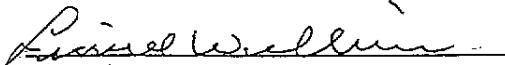
ARTICLE X

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and creating, dividing, limiting and regulating the powers of the Corporation, its stockholders and directors are hereby adopted as part of the certificate of Incorporation.

a) No contract or other transaction of the Corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Incorporators of the Corporation is or are parties to or interested in such contract, or transaction and each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

b) The Corporation will not be dissolved through filing or administratively without the unanimous approval of all the shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned have made and subscribed to this Certificate of Incorporation at Hernando County, State of Florida, for the uses and purposes aforesaid.


Lionell Williams, President

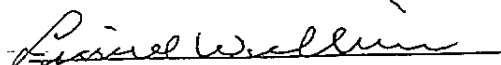
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICES OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

LIONEL & CO., INC.

First, that Lionel & Co., Inc. having organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the County Pasco, State of Florida, has named Lionell Williams situated at 13220 Houston Ave. Apt. J, Hudson, Florida 34667 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

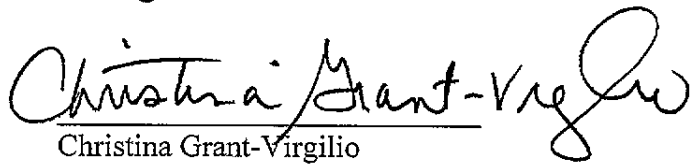

Lionell Williams

STATE OF FLORIDA)
COUNTY OF HERNANDO)

The foregoing instrument was acknowledged before me this 1/10/01 (date)
by Lionell Williams who has produced FL Drivers License as identification
and who did (not) take an oath.

In witness whereof, I have hereunto set my hand and official seal in the County
and State aforesaid, this 10th day of January, 2000

My commission expires:


Christina Grant-Virgilio
Notary Public



Christina Grant-Virgilio
My Commission CC679910
Expires September 11, 2001

FILED
01 JAN 18 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA