

Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FILLINGS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

LIGHTFOOT ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

14-1000042785

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Lightfoot Enterprises, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:
2750 NW 172nd Terrace
Miami, Florida 33056

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 17100 N.E. 19th Avenue, North Miami Beach, Florida 33162 and the name of the initial registered agent of this corporation at that address is Rapid Corporate Supplies, Inc., a Florida Corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director are:

Patricia Lightfoot, 2750 NW 172nd Terrace
Miami, FL 33056

Angel Lightfoot, 2750 NW 172nd Terrace
Miami, FL 33056

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

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Rapid Corporate Supplies, Inc., a Florida Corporation
17100 N.E. 19th Avenue
North Miami Beach, Florida 33162

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation 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 IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: April 17, 2001.

Rapid Corporate Supplies, Inc.
by Mark Jackson, Vice-President

Incorporator

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 607.0501, Florida Statutes, the following is submitted:

First that Lightfoot Enterprises, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Rapid Corporate Supplies, Inc., a Florida corporation, located at 17100 N.E. 19th Avenue, North Miami Beach, Florida, as its agent to accept service of process within Florida.

Dated: April 17, 2001

Mark Jackson, Incorporator

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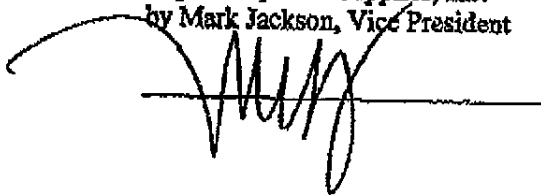
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Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: April 17, 2001

Rapid Corporate Supplies, Inc.
by Mark Jackson, Vice President

A handwritten signature in dark ink, appearing to be 'Mark Jackson', is written over a horizontal line. The signature is stylized with a large, sweeping initial 'M'.

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