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Lionel Forte, Inc.  
1160 NW 140<sup>th</sup> Terrace  
Miami, FL 33168

April 11, 2001

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-05/17/01--01007--019  
\*\*\*\*\*80.00 \*\*\*\*\*78.75

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Lionel Forte, Inc.

Dear Sir/Madam:

Enclosed please find my check for the filing of fee for Lionel Forte, Inc. Also, please return a certified copy to **Lionel Forte, Inc., 1160 NW 140<sup>th</sup> Terrace, Miami, FL 33168.**

Thank you.

Very truly yours,

Lionel Forte

LF/me  
Encls.

FILED  
01 MAY 16 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JS/23

**ARTICLES OF INCORPORATION  
OF  
LIONEL FORTE, INC.**

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

**FILED**  
01 MAY 16 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
IDENTIFICATION**

The name of this corporation is **LIONEL FORTE, INC.** and its principal place of business is **1160 NW 140<sup>TH</sup> TERRACE, MIAMI, FL 33168.**

**ARTICLE II  
DURATION**

This corporation shall have perpetual existence which shall commence on the date of the filing of these Articles with the Secretary of State.

**ARTICLE III  
PURPOSES**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV  
AUTHORIZED SHARES**

The capital stock of this corporation shall consist of 7500 Shares of Common Stock of One Dollar (\$1.00) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the corporation. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

**ARTICLE V  
REGISTERED AGENT AND OFFICE**

The initial registered agent of this corporation and his address is as follows: Lionel Forte, 1160 NW 140<sup>th</sup> Terrace, Miami, FL 33168.

ARTICLE VI  
BOARD OF DIRECTORS

1. The number of Directors of this corporation shall not be less than one (1) nor more than 7. The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors shall never be less than one (1).

2. The corporation shall initially have one (1) director(s). The names and address of the initial Director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lionel Forte	1160 NW 140 Terrace, Miami, FL 33168

ARTICLE VII  
INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows: Lionel Forte, 1160 NW 140 Terrace, Miami, FL 33168

ARTICLE VIII  
ADDITIONAL PROVISIONS

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 a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or Director, and any former

5. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the corporation or in the stockholders; By-Laws adopted by the Board of Directors may be altered or repealed by the stockholder and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

  
LIONEL FORTE

*Shane J. Gonzalez*  
NOTARY PUBLIC  
State of Florida at Large

NOTARY PUBLIC  
STATE OF FLORIDA  
EDGAR J. GONZALEZ  
COMMISSION # CC 631094  
EXPIRES MAY 7, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

**NOTARY PUBLIC**  
  
**STATE OF FLORIDA**

**EDGAR J. GONZALEZ**  
**COMMISSION # CC 631094**  
**EXPIRES MAY 7, 2001**  
**BONDED THRU**  
**ATLANTIC BONDING CO., INC.**

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

FILED  
01 MAY 16 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

LIONEL FORTE, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida has named Lionel Forte, as its agent, whose address is Lionel Forte 1160 NW 140 Terrace, Miami, FL 33168 to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provision of said Act relative to keeping open said office and I accept the obligations of Section 607.325 of the Florida Statutes.

By:   
LIONEL FORTE