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**CHUCK MOGBO, P.A.**

Certified Public Accountant

Suite 209  
2800 W. Oakland Park Blvd.  
Oakland Park, FL 33311  
Tel (954) 739-4669  
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July 27, 2001

Department of State  
Division of Corporations  
406 East Gaines Street  
Tallahassee, FL 32399

Dear Sirs,

**RE: LOUTHER ENTERPRISES, INC.**

Enclosed is Articles of Incorporation along with check for \$78.75, for incorporation with the State of Florida, for LOUTHER ENTERPRISES, INC.

If I can be of further assistance, please call me at (954) 739-4669 or (954) 739-1966.

Sincerely,

*Chuck Mogbo, P.A.*

Chuck Mogbo, C.P.A.

FILED  
01 JUL 30 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**FOR**  
**LOUTHER ENTERPRISES, INC.**

FILED  
01 JUL 30 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE FL 32399

The undersigned incorporate(s), for the purpose of forming a corporation under the Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I- NAME**

The name of the corporation shall be: LOUTHER ENTERPRISES, INC.

**ARTICLE II- PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

5557 W. OAKLAND PARK BOULEVARD  
SUITE 203  
LAUDERHILL, FL 33313

**ARTICLE III- CAPITAL STOCK**

The number of share of stock that this corporation is authorized to have outstanding at any one time is:

100,000 SHARES HAVING A PAR VALUE OF ONE DOLLAR  
(\$1.00) PER SHARE. THE CONSIDERATION TO BE PAID  
FOR EACH SHARE OF STOCK SHALL BE FIXED BY THE  
BOARD OF DIRECTORS.

**ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

CHUCK MOGBO, P.A.  
2800 W. OAKLAND PARK BLVD.  
SUITE 209  
OAKLAND PARK, FL 33311

**ARTICLE V - INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is/(are):

Lennox Louther  
4211 NW 22<sup>nd</sup> Street  
Lauderhill, FL 33313

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

27<sup>TH</sup> day of JULY, 2001.


  
Signature

STATE OF FLORIDA  
COUNTY OF BROWARD

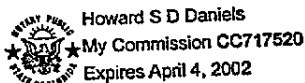
Before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared the subscriber(s), who after first being duly sworn, executed the foregoing Certificate of Incorporation, freely and voluntarily for the purpose therein expressed.

In witness whereof, I have hereunto set my hand and official seal at Fort Lauderdale, said county

and state, this 27 day of July, 2001.

  
NOTARY PUBLIC State of Florida  
at Large

My commission expires:



#### **ARTICLE VI - NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other State, County, Territory or Nation.

#### **ARTICLE VII- TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE VIII- OFFICERS**

The name(s) and post office address(es) of the members of the Board of Directors and officer(s) who shall hold office for the corporation is (are) as follows:

Lennox Louther/President  
4211 NW 22<sup>nd</sup> Street  
Lauderhill, Fl 33313

#### **ARTICLE IX - BYLAWS**

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

#### **ARTICLE X - INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

#### **ARTICLE XI - 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 XII - AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

CERTIFICATE OF DESIGNATION  
REGISTERED/AGENT REGISTERED OFFICE

FILED  
01 JUL 30 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

The name of the corporation is: LOUTHER ENTERPRISES, INC.

2. The name and address of the registered agent and office is:

CHUCK MOGBO, P.A.  
2800 W. OAKLAND PARK BLVD.  
SUITE 209  
OAKLAND PARK, FL 33311

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

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

  
CHUCK MOGBO/PRESIDENT

DATE: \_\_\_\_\_

LOUTHER ENTERPRISES, INC.

07/27/01