

# PO1000091213

3734 Swan's Landing Drive  
Land O' Lakes, FL 34639  
813-263-4040  
September 13, 2001

**VIA FEDERAL EXPRESS**

Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-09/14/01--01080--008  
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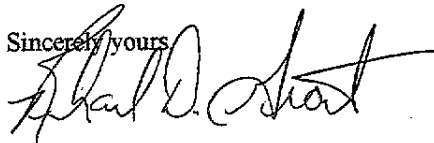
Re: I.L.M. Enterprises, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for I.L.M. Enterprises, Inc. along with a check in the amount of \$78.75 to cover the filing fees and a certified copy. I would appreciate your filing the Articles and returning a certified copy to me at the above address.

~~Also enclosed is a return form for overnight shipping.~~ Your prompt attention to this matter would be GREATLY appreciated. Thank you in advance. If you have any questions, please do not hesitate to call me or Marina Scarr at 813-263-4040.

Sincerely yours



Richard D. Grant

RDG:mys  
Encls.

FILED  
2001 SEP 14 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

9/18/01

**ARTICLES OF INCORPORATION**

**OF**

**I.L.M. ENTERPRISES, INC.**

**FILED**

2001 SEP 14 AM 10:52

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of **I.L.M. Enterprises, Inc.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I**

**Name**

+

The name of the corporation is: **I.L.M. Enterprises, Inc.**

**ARTICLE II**

**Commencement of Existence**

The existence of the corporation will commence on the date of filing of these Articles Of Incorporation.

**ARTICLE III**

**Purpose**

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

**ARTICLE IV**

**Duration**

The term of existence of the Corporation is perpetual.

## **ARTICLE V**

### **Authorized Shares**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100,000 shares of common stock having a par value of \$.10 per share. The consideration to be paid for each share shall be fixed by the Board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

## **ARTICLE VI**

### **Initial Registered Office and Agent**

The street address of the initial registered office of the corporation is 3734 Swan's Landing Drive, Land O' Lakes, FL 34639, and the name of the corporation's initial registered agent at that address is RICHARD D. GRANT.

## **ARTICLE VII**

### **Mailing Address and Principal Office Address**

The mailing address and the address of the principal office of the Corporation is 3734 Swan's Landing Drive, Land O' Lakes, FL 34639.

## **ARTICLE VIII**

### **Initial Board**

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws, but shall never be less than one (1) director. The name and street address of the initial directors are:

**Name**

**Address**

Richard D. Grant

3734 Swan's Landing Drive  
Land O' Lakes, FL 34639

**ARTICLE IX**

**Incorporator**

The name and street address of the incorporator is:

**Name**

**Address**

Richard D. Grant

3734 Swan's Landing Drive  
Land O' Lakes, FL 34639

**ARTICLE X**

**Subchapter S Election: Mandatory Distributions**

In the event this corporation elects to be treated as an S Corporation pursuant to the Internal Revenue Code of 1986, as amended (the "code"), and as long as the corporations election to be an S Corporation is in effect, this Article X shall apply.

While its election to be an S Corporation is in effect, the corporation shall make to each shareholder a cash distribution at least equal in amount to an amount equal to the estimated federal and state income taxes attributable to such shareholder's pro rata share of the corporation's (I) terms of income (including tax exempt income), loss, deduction or credit, the separate treatment of which could affect the liability for tax of such shareholder and (ii) the non-separately computed income or loss, as more specifically provided in Section 1366(a) of the Code. This estimated tax liability, which shall be computed by the accountant who

regularly prepares the corporation's tax returns, shall be computed on the basis of the highest marginal rate applicable to individuals on capital gains and other taxable years in question. Unless prevented from making any distributions under applicable state law, or other shareholders unanimously otherwise agree, the total amount of the minimum mandatory dividend required by this Section shall be declared and paid no later than March 15 on the calendar year following the close of the corporation's taxable year. The total pro rata distributions already made to the shareholders during the applicable taxable year of the corporation shall be taken into account in determining the amount, if any, of additional distributions after the end of such year that must be made by March 15 in order to meet the requirement of this Section. If the election to be an S Corporation is revoked or terminated, the corporation during the post-termination transition period, as defined by Section 1377(b) of the Code, shall declare and pay pro rata cash distributions equal, in the aggregate, to the balance of the corporation's accumulated adjustments account, as defined in Section 1368 of the Code, Except to the extent the shareholders unanimously agree to the election authorized by Section 1371(e)(2) of the Code or unless prevented from doing so by law.

## **ARTICLE XI**

### **Bylaws**

Either the board of directors or the shareholders may adopt, alter or repeal bylaws; provided, however, (i) the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the board of directors; and (ii) any bylaw pertaining to "mandatory

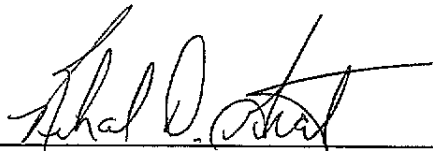
distributions" may only be amended or repealed with the unanimous consent of the shareholders.

## ARTICLE XII

### Amendments

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 12<sup>th</sup> day of SEPTEMBER, 2001.

  
Richard D. Grant, Incorporator

FILED

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

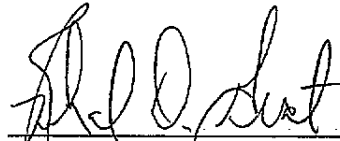
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **LL.M. Enterprises, Inc.**
2. The name and address of the registered agent and office is:

**Richard D. Grant**  
**3734 Swan's Landing Drive**  
**Land O' Lakes, FL 34639**

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STYLED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.**

Signature:



Richard D. Grant, Registered Agent

Date:

9/12/01