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Florida Department of State  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

lightning holdings, inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
LIGHTNING HOLDINGS, INC.

ARTICLE I

NAME

The name of this corporation is Lightning Holdings, Inc., and the address of its principal place of business is 2065 Ocean Parkway, Brooklyn, New York 11223.

ARTICLE II

DURATION

This corporation shall have perpetual existence. The effective date of this corporation shall be the date of registration.

ARTICLE III

PURPOSE

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

ARTICLE IV

CAPITAL STOCK - COMPLIANCE WITH I.R.C. SECTION 1244

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock. All such common stock shall be issued in a manner insuring conformance with the requirements set forth in I.R.C. Section 1244, permitting ordinary loss treatment for losses suffered in the value of the shares.

ARTICLE V

PRE-EMPTIVE 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 19355 Turnberry Way Apt. 5E, Aventura, Florida 33180, and the name of the initial registered agent for service of the corporation at that address is Philip Saada

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
MARK SAADA	2065 Ocean Parkway Brooklyn, New York 11223

ARTICLE VIII

INCORPORATOR

<u>Name</u>	<u>Address</u>
MARK SAADA	2065 Ocean Parkway Brooklyn, New York 11223

ARTICLE IX

INDEMNIFICATION

This corporation shall indemnify any officer or director acting on behalf of the corporation to the fullest 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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 6 day of JANUARY, 2002.

  
MARK SAADA, Incorporator

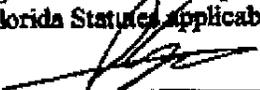
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 481.91 and Section 607.034(3), Florida Statutes, the following is submitted in compliance thereof.

Lightning Holdings, Inc., desiring to organize under the laws of the State of Florida, designates as its agent to accept service of process within this State, with its agent's office as indicated in the articles of incorporation, at 19355 Turnberry Way, Apt. 5E, Aventura, Florida 33180.

**ACKNOWLEDGEMENT OF REGISTERED AGENT:**

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in that capacity, and do further agree to comply with the provisions of the Florida Statutes applicable to the maintenance of said place.

  
PHILIP SAADA, Registered Agent

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