

GRAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 1400

301 EAST PINE STREET

POST OFFICE BOX 3068

ORLANDO, FLORIDA 32802-3068

TELEPHONE 407-843-8880

FAX 407-244-5690

WEBSITE: www.ghrlaw.com

Michael K. Wilson

*PO 2000040697*

April 1, 2002

State of Florida  
Department of State  
Corporate Division  
P.O. Box 6327  
Tallahassee, FL 32314

RE: The L Design Group, Inc.

Dear Sir/Madam:

Enclosed please find two sets (the original and one copy) of the Articles of Incorporation for The L Design Group, Inc., as well as the Certificate of Designation/Registered Agent. Please file the original Articles of Incorporation, and return a certified copy of said Articles to the undersigned in the enclosed, stamped envelope. Also enclosed is our firm check in the amount \$78.75, representing your filing fee.

Please feel free to contact my office if you need additional information. Thank you for your time and assistance in this matter.

Very truly yours,

*Michael K. Wilson/mch*

Michael K. Wilson  
(Signed in Mr. Wilson's  
Absence to Avoid Delay)

MKW/mch  
Enclosures

EFFECTIVE DATE

*4-1-02*

FILED

02 APR -8 PM 3:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WRITER'S DIRECT DIA

407-244-5642

E-MAIL ADDRESS

mwilson@ghrlaw.com

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*DB 4/15*

**EFFECTIVE DATE**

4-1-02

**ARTICLES OF INCORPORATION  
OF  
THE L DESIGN GROUP, INC.**

**FILED**  
02 APR -8 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned the natural person of the age of 18 years or more, acting as the incorporator do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of this corporation is The L Design Group, Inc.

**ARTICLE II - ADDRESS**

The address of the principal office of the corporation is 820 South Denning Drive, Winter Park, FL 32789.

**ARTICLE III - DURATION**

This corporation shall exist perpetually commencing on the date of execution and acknowledgment of these Articles.

**ARTICLE IV - PURPOSE**

This corporation is organized for the purposes of:

1. to engage in any lawful act, activity and/or business for which corporations may be organized under the Florida Business Corporation Act; provided, however that:
  - a. no purpose stated above shall authorize this corporation to be organized for or to transact any business in this state which is prohibited in writing or hereafter amended.
  - b. no purpose stated above shall authorize this corporation to be organized for or to transact any business in this state which is prohibited.

**ARTICLE V - CAPITAL STOCK**

The aggregate number of shares which the corporation shall have authority to issue is 1,000 of the par value of \$.10 each.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be:

820 South Denning Drive  
Winter Park, FL 32789

The name of the initial registered agent of this corporation at that address shall be:

Michael K. Looney  
820 South Denning Drive  
Winter Park, FL 32789

**ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS**

A. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The names and addresses of the person to serve as director until the first annual meeting of the shareholders or until successors are elected and qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Michael K. Looney	820 South Denning Drive Winter Park, FL 32789	President/Director

**ARTICLE VIII - INCORPORATOR**

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

<u>Name</u>	<u>Street Address</u>
Michael K. Looney	820 South Denning Drive Winter Park, FL 32789

**ARTICLE IX - SHARES OR SECURITIES**

The shareholders of the corporation will have the preemptive right to subscribe to any issues of shares or securities of this corporation at any time unless otherwise determined by the shareholders.

#### **ARTICLE X - CLOSE CORPORATION**

The corporation elects to become a close corporation. The following provisions are subject to the corporation retaining its status as a closed corporation. No shares of stock in the corporation shall be issued by means of any public offering, solicitation or advertising. All of the issued shares of the corporation shall be subject to restrictions on transfer which are permitted by the Florida Business Corporation Act. All of the issued shares of the corporation, including treasury shares, and all of the issued securities evidencing the right to acquire shares of the corporation shall be held of record by not more than 35 persons in the aggregate.

#### **ARTICLE XI - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

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

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the share-holders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of April, 2002.

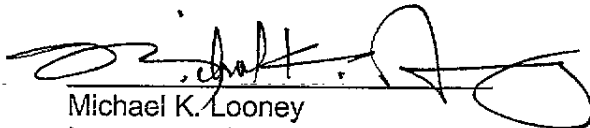
  
Michael K. Looney, Incorporator

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

Pursuant to the provisions of Section 607.0501, or 617.0501, 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.

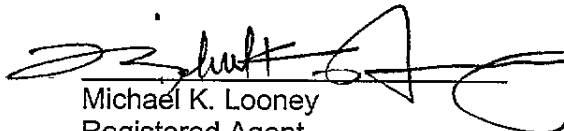
1. The name of the corporation is The L Design Group, Inc.
2. The name and address of the registered agent and office is The L Design Group Inc., 820 South Denning Drive, Winter Park, FL 32789.

3/22/02  
Date

  
Michael K. Looney  
Incorporator/Director

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, and I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of my duties, and am familiar with and accept the obligation of my position as registered agent.

3/22/02  
Date

  
Michael K. Looney  
Registered Agent