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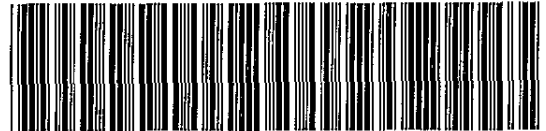
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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**LAZARUS
CORPORATE FILING SERVICE**

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. L & R PRODUCTS AND PRODUCE, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

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☐ Certificate of Status

NEW FILINGS

- ☒ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Examiner's Initials

ARTICLES OF INCORPORATION
OF
L & R PRODUCTS AND PRODUCE, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1

The name of the corporation is **L & R PRODUCTS AND PRODUCE, INC.**

ARTICLE 11
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

ARTICLE 111

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

ARTICLE 1V
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is **1000 shares** of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 JAN 11 AM 10:57

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Abe A. Bailey, Esquire
Florida Bar No. 0480398
ABE A. BAILEY, P.A.
18350 N.W. 2nd Avenue, Suite 500
Miami, Florida 33169

ARTICLE V

The name of the initial registered agent of this corporation is **LLOYD GARDNER**

The street address of the initial registered office of the corporation in the State of Florida is **20730 N.E. 8th Court, Miami, Florida 33179**. The principal place of business of the corporation is **18350 N.W. 2nd Avenue, Suite 500, Miami, Florida 33169**.

ARTICLE V1 INITIAL BOARD OF DIRECTORS

The corporation shall have **two (2) initial directors**. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name(s) and street address(es) of the initial director(s) are:

LLOYD GARDNER	20730 N.E. 8TH COURT MIAMI, FLORIDA 33179
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RUBY GARDNER	20730 N.E. 8TH COURT MIAMI, FLORIDA 33179
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ARTICLE V11 INCORPORATION

The name and address of the incorporator of these Articles of Incorporation is **Lloyd Gardner, 20730 N.E. 8th Court, Miami, Florida 33179**.

ARTICLE VI
BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholder.

ARTICLE VII
INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any former officer director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, on this 14 day of January, 2006.



LLOYD GARDNER - Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on this 14 day of

Shirley

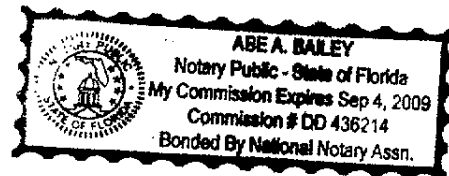
, 2006 by as the Incorporator of **L & R PRODUCTS AND**

PRODUCE, INC. a Florida corporation, on behalf of the corporation. She has

produced as identification *A. Davis License* and did (did not) take an
oath.

[Signature]
NOTARY PUBLIC (Signature)
State of Florida, at Large

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes the following
is submitted:

FIRST that **L & R PRODUCTS AND PRODUCE, INC.** desiring to organize or
qualify under the laws of the State of Florida with its principal place of business at
18350 N.W. 2nd Avenue, Suite 500, Miami, Florida 33169 has named **LLOYD
GARDNER** located at **20730 N.E. 8th Court, Miami, Florida 33179** as its agent to
accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation,
at Place designated in this Certificate, I hereby agree to act in this capacity, I
further agree to comply with the provisions of all statutes relative to the proper
performance of my duties.

Dated on this 9th day of January, 2006.

By: _____

LLOYD GARDNER
Registered Agent

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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