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TALLAHASSEE, FLORIDA

CB 425-06
16765

LAW OFFICES
EDWARD A. HANNA, JR., P.A.

EMERALD VILLAGE PROFESSIONAL PLAZA
3864 SHERIDAN STREET
HOLLYWOOD, FLORIDA 33021-3634

ALSO ADMITTED FEDERAL,
PENNSYLVANIA AND
WASHINGTON, DC BARS

BROWARD: (954) 893-7030
BROWARD: (954) 983-2211
BROWARD: (954) 745-2100
TELFAX: (954) 983-2227

April 5, 2006

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

IN RE: L.P.C., Inc.
FILE NUMBER: 06-040101-EAH/civ
FILE CODE: RED
CECN: NOBLE-51.1

Dear Sir/Madame:

Enclosed herewith find the original **ARTICLES OF INCORPORATION**, and two (2) photocopies of the same, for the above corporation. Our check in the amount of: One-Hundred and Twenty-Two and Fifty Cents (\$122.50) Dollars to cover the filing fees for the above corporation, is also enclosed herewith.

Please file the said **ARTICLES** and stamp/conform, and return two (2) certified copies to us by return mail. A self-addressed, stamped envelope is enclosed herewith for your convenience.

Thank you for your attention to this important matter.

Yours Sincerely,

Law Offices of:
EDWARD A. HANNA, Jr., P.A.

By: 
EDWARD A. HANNA, Jr., Esq.
EAH/lp



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 10, 2006

EDWARD A. HANNA, JR., ESQ
3864 SHERIDAN ST
HOLLYWOOD, FL 33021-3634

SUBJECT: L P C, INC.
Ref. Number: W06000016765

We have received your document for L P C, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filing Section

Letter Number: 206A00023999

Articles of Incorporation

FILED

APR 25 AM 9:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of

L P Cooperative, Inc.

The undersigned hereby states, for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities, and liabilities of corporation for profit, as follows:

ARTICLE I - NAME

The name, street address, and mailing address of this corporation, (hereinafter referred to as the "*Corporation*") shall be as follows:

Street Address:

L P Cooperative, Inc.
4600 Touchton Road East, Bldg.#200
Jacksonville, FLorida 32246

Mailing Address:

L P Cooperative, Inc.
P.O. Box 17356
Jacksonville, FLorida 32245-7356

ARTICLE II - PURPOSE

This *Corporation* is organized for the purpose of transacting any and all lawful business activities. Nothing set forth herein shall not be deemed to exclude or in any way limit by inference, any powers, objects or purposes which this *Corporation* is otherwise empowered to exercise, whether expressly, by force of the laws of the State of Florida, now or hereafter in effect, or impliedly by any reasonable construction of said laws.

ARTICLE III - DURATION

This *Corporation* shall have perpetual existence, unless dissolved according to law, commencing on the date of the filing of these ARTICLES OF INCORPORATION with the Florida Department of State.

ARTICLE IV - CAPITAL STOCK

This *Corporation* is authorized to issue One-Thousand (1,000) shares of stock, each having a par value of: Ten (\$10.00) Dollars per share; and to be fully paid in and non-assessable; all of which will be common stock and which shall be designated hereafter: "*Common Shares*;" and Ten-Thousand (10,000) shares shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold or transferred only in accordance with the By-Laws of this *Corporation* and this *Corporation* may from time to time make, and all of said shares of stock subscribed to shall be paid for either in cash, property, labor or services, it being recognized that property, labor or services rendered may be purchased or paid for with the common stock of this *Corporation* as a just valuation.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this *Corporation*, 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.

ARTICLE VI - INDEMNIFICATION

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

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Agent Office, at the offices of Corporate Counsel of this *Corporation* shall be:

L P Cooperative, Inc.
Building #200
4600 Touchton Road, East
Jacksonville, FLorida 32246

The name of the initial Registered Agent of this *Corporation*, located at the above said address, shall be:

Mr. OSCAR SANCHEZ

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This *Corporation* shall have three (3) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time consistent with the By-Laws of this *Corporation* and the Shareholders Agreement. The name, mailing address and departmental titles of the initial Officers and Directors of this *Corporation* shall be:

OSCAR SANCHEZ, President & Chairman of the Board
JOHN XAVIER O'SHAUGHNESSY, Vice-President & Member of the Board
HENRY PAUL DESMOND, Secretary & Member of the Board

ARTICLE IX - POWERS OF THE DIRECTORS

The Directors may exercise all powers held by this *Corporation* without limitation, not inconsistent with the laws of the State of Florida, and in particular, they may:

- A. Determine upon what terms and conditions certificates of stock which have been lost or destroyed may be replaced or reissued.
- B. Make By-Laws for the exercise of corporate powers, the management regulation and government of this *Corporation's* property and affairs, the transfer of stock and the calling and holding of meetings of its shareholders.
- C. Appoint such officers and agents as the affairs of this *Corporation* shall require, and allow for suitable compensation.
- D. Acquire by purchase, gift or other lawful mode, shares of its own capital stock and the capital stock of other corporations.
- E. File a plan or any documents required by the Internal Revenue Service under Section 1244, pertaining to small business corporations or "Sub-Chapter S" in the event that the Directors feel it is in the best interests of this *Corporation*.

ARTICLE X - INCORPORATORS

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

NAME: Mr. OSCAR SANCHEZ
MAILING ADDRESS: P.O. Box 17356
Jacksonville, FLorida 32245-7356

ARTICLE XI - AMENDMENT

This *Corporation* reserves the right to amend or repeal any provision or provisions contained and set forth in these ARTICLES OF INCORPORATION, or any Amendment hereto, and any right conferred upon any Shareholder or Shareholders is subject to this same said reservation.

ARTICLE XII - INITIAL CAPITAL INVESTMENT

The amount of initial investment capital with which this *Corporation* shall begin business operation One-Thousand and No Cents (\$1,000.00) Dollars.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these same said ARTICLES OF INCORPORATION, this ___ day of April of the year 2006.


Subscriber: Mr. OSCAR SANCHEZ
President & Chairman of the Board

This Document was prepared by:

THE LAW OFFICES OF:
EDWARD A. HANNA, JR., P.A.

By: EDWARD A. HANNA, Jr., Esq.
Emerald Village Professional Plaza
3864 Sheridan Street
Hollywood, Florida 33021-3634
Telephone: (954) 893-7030
Telephone: (954) 745-2100
Telfax: (954) 963-2227

Certificate

of

L P Cooperative, Inc.

IN RE:

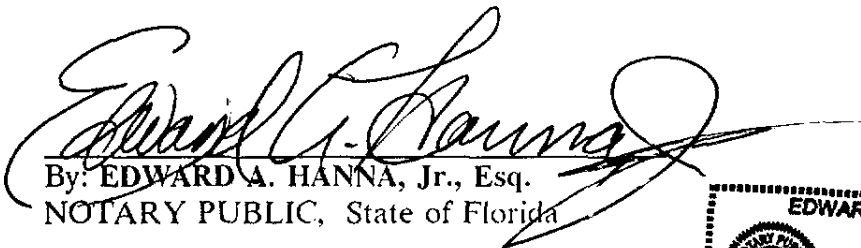
NOTARIZED EXECUTION OF ARTICLES OF INCORPORATION

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

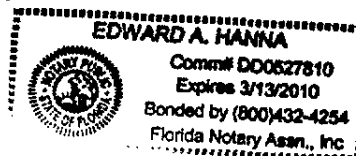
~~Before Me,~~ a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Mr. OSCAR SANCHEZ, known to me to be the person who executed the foregoing ARTICLES OF INCORPORATION, and he/she acknowledged before me that he/she executed these same said ARTICLES OF INCORPORATION for this *Corporation*:

L P Cooperative, Inc.
4600 Touchton Road East, Bldg.#200
Jacksonville, FLorida 32246

~~In Witness Whereof,~~ I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 21st day of April, of the year 2006.


By: EDWARD A. HANNA, Jr., Esq.
NOTARY PUBLIC, State of Florida

My Commission Expires:



Service of Process Certificate
of

L P Cooperative, Inc.

IN RE:

DOMICILE and REGISTERED AGENT

This Certificate is executed for the purpose of designating the place of business or domicile for the Service of Process within the State of Florida and for naming the agent of this corporation, upon whom process may be lawfully served.

In Furtherance Whereof, and in compliance with Section 48.091, Florida Statutes, the following is submitted by the aforesaid corporation:

First, that L P Cooperative, Inc., desiring to organize and qualify under the laws of the State of Florida, with its principal place of business located at:

has and does hereby name: OSCAR SANCHEZ
whose mailing address is: P.O. Box 17356
Jacksonville, Florida 32245-7356

as its agent to accept Service of Process within the State of Florida and in acknowledgement whereof, said agent has below executed this Certificate.

SIGNATURE: , OSCAR SANCHEZ

Registered Agent

HOLDING THE TITLE OF: _____

EXECUTED THIS DATE: 21st day of April, 2006.

Second, 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 Florida Statutes relative to the proper performance of my duties.

SIGNATURE: , OSCAR SANCHEZ

Registered Agent of the Corporation

EXECUTED THIS DATE: 21st day of April, 2006.

FILED
OCT 25 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate

of

L P Cooperative, Inc.

IN RE:

NOTARIZED EXECUTION OF SERVICE OF PROCESS CERTIFICATE

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

Before Me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared: **EDWARD A. HANNA, Jr., Esq.**, known to me to be the person who executed the foregoing:

CERTIFICATE RE: SERVICE OF PROCESS

and he/she acknowledged before me that he/she executed the same said CERTIFICATE RE:

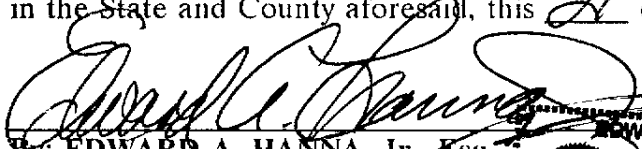
SERVICE OF PROCESS, for:

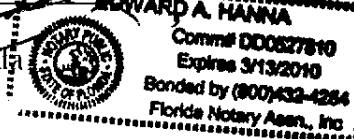
L P Cooperative, Inc.

4600 Touchton Road East, Bldg.#200
Jacksonville, FLorida 32246

In Witness Whereof, I have hereunto set my hand and affixed my official seal

in the State and County aforesaid, this 21st day of April, of the year 2006.


By **EDWARD A. HANNA, Jr., Esq.**
NOTARY PUBLIC, State of Florida



My Commission Expires: