

H95000021066

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF REVENUE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

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MIAMI FL 33135-311-
CONTACT: RAY STORMONT
PHONE: (305) 841-3694
FAX: (305) 841-3770

(((H95000002962))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: LEWISOFF, INC.
FAX AUDIT NUMBER: H95000002962
DATE REQUESTED: 03/15/1995
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, SUBSCRIBERS TO THESE ARTICLES FOR THE FOUNDATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE I

CORPORATE NAME

THE NAME OF THIS CORPORATION SHALL BE LEMKOFF, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III

CAPITAL STOCK

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF ONE HUNDRED (100) SHARES OF STOCKS OUTSTANDING AT ANY GIVEN TIME. THE SHARES OF STOCK AUTHORIZED SHALL HAVE A PAR VALUE ONE DOLLAR (\$1.00).

ARTICLE IV

INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE HUNDRED 00/100 (\$100.00) DOLLARS.

ARTICLE V

DURATION AND BEGINNING OF CORPORATE EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN AT THE TIME OF FILING OF THESE ARTICLES OF INCORPORATION BY THE STATE OF FLORIDA.

ALFONSO CORDERO, CPA
8005 N.W. 36 STREET # 522
MIAMI, FLORIDA 33146
(805) 599. 4111

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ARTICLE VI

PRINCIPAL OFFICE AND REGISTERED AGENT

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

2838 BOGOTA AVENUE
COOPER CITY, FLORIDA 33026

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA. THE REGISTERED AGENT OF THIS CORPORATION SHALL BE:

ANNE-MARIE LENNOFF
2838 BOGOTA AVENUE
COOPER CITY, FLORIDA 33026

ARTICLE VII

DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

ARTICLE VIII

THE NAME AND TITLE OF THE MEMBER OF THE FIRST BOARD OF DIRECTORS AND THE STAFF OF CORPORATE OFFICERS IS AS FOLLOWS:

NAME	TITLE
WALTER LENNOFF	PRESIDENT
ANNE-MARIE LENNOFF	VICE PRESIDENT

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ARTICLE IX

SUBSCRIBER

THE NAME AND ADDRESS OF THE SUBSCRIBER OF THESE ARTICLES OF INCORPORATION IS AS FOLLOWS:

NAME	ADDRESS
WALTER LEINHOFF	2828 BOGOTA AVENUE COOPER CITY, FLORIDA 33026
ANNE-MARIE LEINHOFF	2828 BOGOTA AVENUE COOPER CITY, FLORIDA 33026

ARTICLE X

PREEMPTIVE RIGHTS

SHOULD ANY STOCKHOLDER WISH TO DISPOSE OF HIS STOCK IT SHALL FIRST BE OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A bona-fide offer by any third person, AND SAID SHALL BE AVAILABLE FOR A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE EVENT THAT ANY OF SAID STOCK IS NOT PURCHASED BY ANY OF THE REMAINING STOCKHOLDERS WITHIN NINETY (90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE STOCKHOLDER TO A THIRD PERSON APPROVED BY THE OTHER SHAREHOLDERS.

ARTICLE XI

AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

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ARTICLE XII

THE STOCK OF THIS CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.


IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATORS HAS EXECUTED THESE ARTICLES OF INCORPORATION THE 15 DAY OF MARCH, 1995.


WALTER LERNEROFF


ANNE-MARIE LERNEROFF

ACKNOWLEDGMENT

HAVING BEEN NAMED ABOVE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE SLATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.


ANNE-MARIE LERNEROFF

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95/MAR 15 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LEHNHOFF INC.

2838 BOGOTA AVENUE
COOPER CITY, FL 33026
TEL. 954 437-1698
FAX 954 450-9988

JULY 22nd, 1997

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATION
P.O. BOX 6327
TALLAHASSEE, FL 32314

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-07/24/97--01103--008
*****96.25 *****96.25

REF. DISSOLUTION OF LEHNHOFF INC. AS A CORPORATION.
SECTION 607.1403 FORM

ENCLOSED PLEASE FIND THE FOLLOWING:

- a) SIGNED FORM 607.1403
- b) CHECK NUMBER 3051 FOR \$96.25, (COVERING FILING FEE \$35.00, CERTIFIED COPY \$52.50 AND CERTIFICATE OF STATUS \$8.75)

MY ADDRESS AND TELEPHONE NUMBER AS FOLLOWS:

WALTER A. LEHNHOFF
2838 BOGOTA AVENUE
COOPER CITY, FL 33026
TEL. 954- 437-9698 or 305 820-9250
FAX 954- 450-9988 or 305 820-9249

REGARDS,


WALTER A. LEHNHOFF

FILED
97 JUL 24 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Done
7/31*

Vol. DISS.

ARTICLES OF DISSOLUTION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: LEHNHOFF, INC.

SECOND: The date dissolution was authorized: 1-1-97

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by


(voting group)

Signed this 22nd day of JULY, 1997

Signature 
(By the Chairman or Vice Chairman of the Board, President, or other officer)

WALTER A. LEHNHOFF,
(Typed or printed name)

PRESIDENT
(Title)