

795000040136

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RECEIVED  
SEP 22 1995  
TALLAHASSEE, FL 32302

EFFECTIVE DATE  
5-19-95

5/22/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	AAK		

WALK-IN  
Will Pick Up 522-1102

RE: 805 Livestock Holdings, Inc

95 MAY 22 AM 9:21  
DIVISION OF CORPORATION

DISBURSED

Capital Express™		
Art. of Inc. Filing		
Corp. Record Search		
Ltd. Partnership Filing		
Foreign Corp. Filing		
( ) Cert. Copy(s)		
Art. of Amend. Filing		
Dissolution/Withdrawal		
C U S-		
Fictitious Name Filing		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Filing		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

ARTICLES OF INCORPORATION FOR  
805 LINCOLN HOLDINGS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY 22 PM 12:03

The undersigned does hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

I

NAME OF CORPORATION

The name of the corporation shall be 805 LINCOLN HOLDINGS, INC., whose address is c/o Saul CIMBLER, Esq., 407 Lincoln Road, Ste. 2-L, Miami Beach, FL 33139.

II

COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist thereafter perpetually until dissolved by law.

III

PURPOSES

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

IV

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of stock, all of one class, at \$1.00 per share par value.

V

REGISTERED AGENT

The address of this Corporation's initial registered office is c/o Law Offices of Saul Cimbler, 407 Lincoln Road, Ste. 2-L, Miami Beach, FL 33139 and the name of the registered agent at said address is Saul Cimbler, Esq.

EFFECTIVE DATE  
5-19-95

## VI

### INCORPORATOR

The name and address of the incorporator is as follows:

Saul Cimbler, Esq.  
407 Lincoln Road, Ste. 2-L  
Miami Beach, FL 33139

## VII

### BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business affairs of the Corporation shall be managed under the direction of, the Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws of the Corporation but shall never be less than one.

## VIII

### INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

## IX

### INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

## X

### INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XI

**BYLAW AMENDMENT**

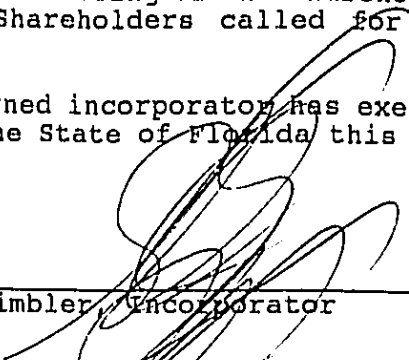
The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors and Shareholders, but the Board of Directors may not alter, amend, or repeal any of the By-Laws adopted by the Shareholders, if the Shareholders provide that the By-Laws shall not be altered, amended or repealed by the Board of Directors.

XII

**AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended at any time by a vote of the majority of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 19th day of May, 1995.

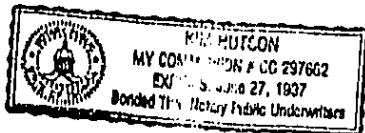
  
\_\_\_\_\_  
Saul Cimler, Incorporator

  
\_\_\_\_\_  
Saul Cimler, Registered Agent

STATE OF FLORIDA) )  
COUNTY OF DADE ) ss:

BEFORE ME, the undersigned authority, personally appeared SAUL CIMBLER, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 19<sup>th</sup> day of May, 1995.



Kim Hutson  
NOTARY PUBLIC  
State of Florida at Large,

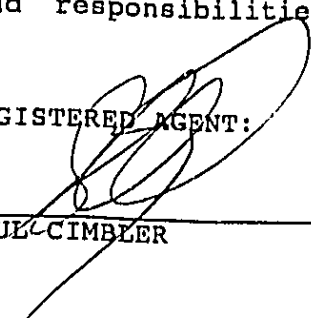
My Commission expires:  
June 27, 1997

ACCEPTANCE BY REGISTERED AGENT  
OF  
805 LINCOLN HOLDINGS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY 22 PM 12:03

I, SAUL CIMBLER, as the registered agent of 805 LINCOLN HOLDINGS, INC., a Florida corporation, hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation

REGISTERED AGENT:


  
SAUL CIMBLER

STATE OF FLORIDA )  
                          ) ss:  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared SAUL CIMBLER to me well known to be the person described in and who executed the foregoing Acceptance by Registered Agent, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 19<sup>th</sup> day of May, 1995.



  
NOTARY PUBLIC  
State of Florida at Large,  
My Commission expires:

P95000040136

FLORIDA DEPT. OF STATE

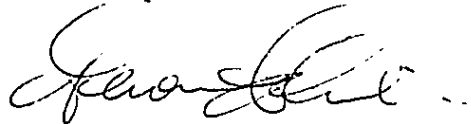
Please send me a new 1996 profit Corporation Annual Report packet for:

- (1) SOSUME, INC.
- (2) 805 LINCOLN HOLDINGS, INC.

Please send them to the new registered agent:

MR. JEROME SCHNEIDER  
3722 N.W. 73 STREET  
MIAMI, FLORIDA 33147

Thank you.



JEROME SCHNEIDER, President

20000170000.2  
-01/30/96--01033--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

SH FEB 16 1996

*Amend.*

96 FEB -9 AM 10:05  
RECEIVED  
DIVISION OF REVENUE



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 1, 1996

Jerome Schneider  
3722 N.W. 73 St.  
Miami, FL 33147

SUBJECT: 805 LINCOLN HOLDINGS, INC.  
Ref. Number: P95000040136

We have received your document for 805 LINCOLN HOLDINGS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide an original signature on the amendment and a street address for the new directors.

Please return 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 (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 096400004466





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 9, 1996

Jerome Schneider  
3722 N.W. 73 St.  
Miami, FL 33147

SUBJECT: 805 LINCOLN HOLDINGS, INC.  
Ref. Number: P95000040136

We have received your document for 805 LINCOLN HOLDINGS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We apologize that your document is being returned a second time. However, there is an additional error that was not noted when it was originally returned.

When the correction is made, we will give the document the file date on which it was received in this office after the first rejection.

The registered agent must sign accepting the designation.

Please return 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 (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 696A00005758

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

96 FEB - 9 11:10:03  
SECRET  
DIVISION OF CORPORATIONS

805 LINCOLN HOLDINGS, INC.  
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

(A) BOARD OF DIRECTORS CHANGE TO INCLUDE ONLY THE FOLLOWING PEOPLE:  
JEROME SCHNEIDER - 3722 N.W. 73 St Miami FL 33147  
JANICE SCHNEIDER - 3722 N.W. 73 St Miami FL 33147  
PAOLO DOMENEGETTI - 105 Lincoln Rd. Miami Beach FL 33139  
GWEN SALEM - 1604 Lenox Rd Miami Beach FL 33139

(B) JEROME SCHNEIDER ELECTED PRESIDENT OF 805 LINCOLN HOLDINGS, INC. EFFECTIVE 01-16-96.  
JANICE SCHNEIDER ELECTED VICE-PRESIDENT AND TREASURER OF 805 LINCOLN HOLDINGS, INC. EFFECTIVE 01-16-96.  
GWEN SALEM ELECTED SECRETARY OF 805 LINCOLN HOLDINGS, INC. EFFECTIVE 01-16-96.  
PAOLO DOMENEGETTI ELECTED VICE-PRESIDENT OF 805 LINCOLN HOLDINGS, INC. EFFECTIVE 01-16-96.

(C) JEROME SCHNEIDER IS THE NEW REGISTERED AGENT OF 805 LINCOLN HOLDINGS, INC. PURSUANT TO THE PROVISIONS OF SECTION 607.0502 AND 607.1508, FLORIDA STATUTES, THE ABOVE-NAMED CORPORATION SUBMITS THIS STATEMENT FOR THE PURPOSE OF CHANGING ITS REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH, IN THE STATE OF FLORIDA, SUCH CHANGE WAS AUTHORIZED BY THE CORPORATION'S BOARD OF DIRECTORS. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT. I AM FAMILIAR WITH, AND ACCEPT THE OBLIGATIONS OF, SECTION 607.0505, FLORIDA STATUTES.

JEROME SCHNEIDER  
3722 N.W. 73 STREET  
MIAMI, FLORIDA 33147



SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: January 16, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

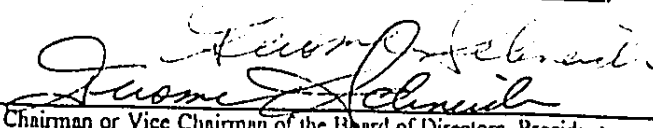
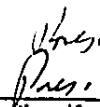
☐ The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were  
sufficient for approval by \_\_\_\_\_"  
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 16th of January, 19 96

Signature    
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

\_\_\_\_\_  
Typed or printed name

\_\_\_\_\_  
Title