

P96000025422

ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.

ATTORNEYS AND COUNSELLORS

2033 MAIN STREET, SUITE 600  
SARASOTA, FLORIDA 34237-0091

(941) 366-8100

FACSIMILE:

(941) 366-6384

REPLY TO: P.O. BOX 4195

SARASOTA, FLORIDA 34230-4195

100 NORTH TAMPA, SUITE 3180

POSTAL DRAWER 3430

TAMPA, FLORIDA 33601

(813) 221-8100

TAMPA FACSIMILE

(813) 229-0880

CHARLES J. BARTLETT  
WRITER'S DIRECT LINE  
(941) 953-8113

March 14, 1996

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

600001748036  
-03/18/96--01139--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Filing of Articles of Incorporation for  
L & D Holdings, Inc.

Dear Sir or Madame:

Enclosed please find an original and copy of the Articles of Incorporation for the above-referenced corporation, and a check in the total amount \$70.00 representing your filing fee. Also enclosed is a copy of the Name Reservation wherein we recently reserved this name.

Please file the original and return a copy to me.

Thank you for your promptness. If you have any questions or comments in this regard, please do not hesitate to contact me.

Very truly yours,

ICARD, MERRILL, CULLIS,  
TIMM, FUREN & GINSBURG, P.A.



Sharon Firlotte  
Certified Legal Assistant to  
Charles J. Bartlett and  
Robert G. Lyons

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 18 AM 10:32

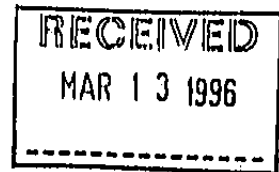
gf 3/22/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 8, 1996

ROBERT G. LYONS  
ICARD, MERRILL, CULLIS, ET AL.  
P. O. BOX 4195  
SARASOTA, FL 34230-4195



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DIVISION OF CORPORATIONS  
96 MAR 18 AM 10:32

The name L & D HOLDINGS, INC. has been reserved for 120 days beginning March 8, 1996. The reservation number is R96000001229 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Marie Bartlett

Letter number: 996A00010484

ARTICLES OF INCORPORATION

OF

L & D HOLDINGS, INC.

FILED  
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DIVISION OF CORPORATIONS

96 MAR 18 AM 10:32

ARTICLE 1. - NAME

The name of the corporation is L & D Holdings, Inc.

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the corporation shall initially be at 204 Sarasota Quay, Sarasota, FL 34236. The corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the corporation shall be 204 Sarasota Quay, Sarasota, FL 34236. The corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

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

ARTICLE 5. - SHARES

This corporation is authorized to issue 1,000 shares of voting common stock with a par value of \$1.00 per share.

ARTICLE 6. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2033 Main Street, Suite 600, Sarasota, Florida 34237, and the name of the initial registered agent of this corporation at that address is Charles J. Bartlett.

ARTICLE 7. - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation is:

Denis Lanoue  
204 Sarasota Quay  
Sarasota, FL 34236

Lynn Beattie  
204 Sarasota Quay  
Sarasota, FL 34236

ARTICLE 8. - INCORPORATOR

The name and address of the Incorporator is:

Denis Lanoue  
204 Sarasota Quay  
Sarasota, FL 34236

ARTICLE 9. - CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE 10. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and

directors or arising out of their status as such.

ARTICLE 11. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

The undersigned Incorporator has executed these Articles of Incorporation on the 14th day of March, 1996.

*Denise Lanoue*  
DENIS LANOUE

STATE OF FLORIDA  
COUNTY OF SARASOTA

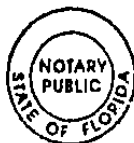
The foregoing instrument was acknowledged before me this 14th day of March, 1996 by DENIS LANOUE, who is personally known to me or who has produced N/A as identification and who did take an oath.

*Sharon D. Firlotte*  
Signature of Notary

Sharon D. Firlotte  
Name of Notary (typed or printed)

Notary Public, State of Florida  
Serial Number CC213146

My Commission Expires:



SHARON D. FIRLOTTE  
My Comm Exp. 7/24/96  
Bonded By Service Ins  
No. CC213146

[[ Personally Signed ]] 102a L.D.

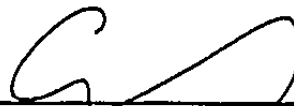
ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR  
L & D HOLDINGS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 MAR 18 AM 10:32

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

DATED: March 14, 1996.

  
\_\_\_\_\_  
CHARLES J. BARTLETT  
Registered Agent