

PR 29 APR 1996 10:51PM FROM: BERMAN WOLFE & RENNERT
TO: DIVISION OF CORPORATIONS FROM: BERMAN WOLFE & RENNERT,
P.A.
DEPARTMENT OF STATE 100 SE SECOND ST., STE.
3500

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((H96000005911)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: LCS, INC.
FAX AUDIT NUMBER: H96000005911 CURRENT STATUS: REQUESTED
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
LCS, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is:

LCS, INC.

Article II

DURATION

This corporation shall exist perpetually.

ARTICLE III

NATURE OF BUSINESS

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

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ARTICLE IV

MAILING ADDRESS

The initial mailing address of the corporation is:

3601 Franklin Avenue
Miami, Florida 33133

ARTICLE V

CAPITAL STOCK

- (a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock each having one dollar (\$1.00) par value.
- (b) Preemptive Rights. Shareholders shall have no preemptive rights.
- (c) Cumulative Voting. Cumulative voting shall not be permitted.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o 180 N.W. 139th Street, Miami, Florida, 33168 and the name of the initial registered agent of this corporation at that address is Anthony A. Rolle.

ARTICLE VII

DIRECTORS

- (a) Number. This corporation shall have one (1) director(s) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

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(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Leon Leonard	3601 Franklin Avenue Miami, Florida 33133

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE VIII

INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

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ARTICLE IX

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that such bylaws is not subject to amendment or repeal by the directors.

ARTICLE X

INCORPORATOR

The name and street address of the incorporator of this corporation is:

ANTHONY A. ROLLE
180 N.W. 139th Street
Miami, Florida 33168

ARTICLE XI

AMENDMENT

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

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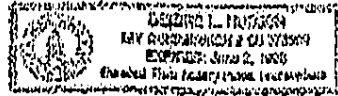
IN WITNESS WHEREOF, the Incorporator has executed these Articles on April 26, 1996.

Anthony N. Follo
Anthony N. Follo

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me on April 26, 1996, by Anthony N. Follo, who is personally known to me, and who did not take an oath.

My Commission Expires:



George L. Hudson
George L. Hudson
Notary Public,
State of Florida at Large

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING ADDRESS UPON WHICH PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

LOS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Anthony A. Rolfe of 180 N.W. 130th Street, Miami, Florida, 33108, as its agent to accept service of process within Florida.

Anthony A. Rolfe
Anthony A. Rolfe, Incorporator
Date: April 26, 1995

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 statutes relative to the proper and complete performance of my duties.

Anthony A. Rolfe
Anthony A. Rolfe, Registered Agent
Date: April 26, 1995

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