

MAY 22-1996 12:54
5/22/96

EMPIRE CORPORATE KIT
FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

P.01
11: AM

((H96000007230))
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 N. GADSDEN STREET
TALLAHASSEE, FL 32399
FAX: (904) 493-0000

ELECTRONIC COVER SHEET
FROM: EMPIRE CORPORATE KIT COMPANY
SUITE 200
MIAMI FL 33131
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

((H96000007230)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: LAC INTERNATIONAL COMMERCE, CORP.

FAX AUDIT NUMBER: H96000007230

CURRENT STATUS: REQUESTED

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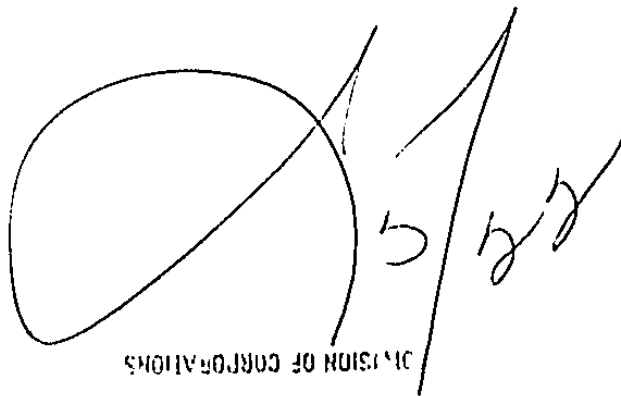
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TALLAHASSEE, FLORIDA



DIVISION OF CORPORATIONS

96 MAY 22 PM 2:41

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EMPIRE CORPORATE KIT

P.02

PREPARED BY:
ELYANE BECHTINGER (5)

Prepared By:
B & L Business
Elyane Bechtinger
141 NE 3rd Ave #206
Miami, FL 33132
305 373 6211



96 MAY 22 PM 5:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

ARTICLE I -- NAME

THE NAME OF THIS CORPORATION IS: LAC INTERNATIONAL COMMERCE,

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

5507 N. MILITARY TRAIL
SUITE NO. 410
BOCA RATON, FL. 33496

ARTICLE II -- PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV -- PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V -- INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

5507 N. MILITARY TRAIL
SUITE NO. 410
BOCA RATON, FL. 33496

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

LUIS AUGUSTO GOMES

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B & I**ARTICLE VI -- INITIAL BOARD OF DIRECTORS**

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

LUIS AUGUSTO GOMES
PRESIDENT/DIRECTOR

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

LUIS AUGUSTO GOMES
5507 N. MILITARY TRAIL
SUITE NO. 410
BOCA RATON, FL. 33496

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 17th DAY OF MAY OF 1996.


Incorporator

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MAY-22-1996 12:55

EMPIRE CORPORATE KIT

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT LAC INTERNATIONAL COMMERCE, CORP. DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE
COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:

LUIS AUGUSTO GOMES

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

LAC INTERNATIONAL COMMERCE, CORP.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE
PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES, THUS:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

17th DAY OF MAY, 1996.


Registered Agent

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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED:

LUIS AUGUSTO GOMES

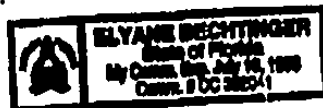
KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL
SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 17th DAY OF MAY, 1996.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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