

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

EMPIRE CORPORATE KIT  
FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

P.01  
11: AM

((H96000007230)) ELECTRONIC COVER SHEET  
TO: DIVISION OF CORPORATIONS FAX: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE  
STATE OF FLORIDA SUITE 200  
409 W. GAYNE STREET MIAMI FL 33134  
TALLAHASSEE, FL 32309 CONTACT: RAY STORMONT  
FAX: (904) 490-3779 PHONE: (305) 541-3694  
FAX: (305) 541-3770

*Handwritten signature: Raymond Stormont*

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

NAME: LAC INTERNATIONAL COMMERCE, CORP.  
FAX AUDIT NUMBER: H96000007230 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 05/22/1996 TIME REQUESTED: 11:43:48  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
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96 MAY 22 PM 5:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten signature and date: 5/22*

DIVISION OF CORPORATIONS

96 MAY 22 PM 2:41

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MAY-22-1996 12:54

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

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TALLAHASSEE, FLORIDA

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**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 OR 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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**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 EN 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

H96000007230



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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, THIS:

17th DAY OF MAY, 1996.

  
\_\_\_\_\_  
Registered Agent

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

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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

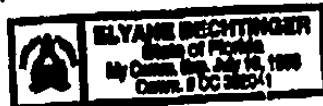
KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

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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