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MATTHEWS ACCOUNTING SERVICES, INC.  
888 U.S. HIGHWAY ONE, SUITE 112  
NORTH PALM BEACH, FL 33408  
(407) 888-8814

May 7, 1996

FILED  
JUN 17 PM 4:31  
TALLAHASSEE, FLORIDA

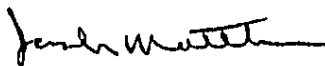
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir:

Enclosed please find Articles of Incorporation for Lyfer Corp., along with a check in the amount of \$70.00 for filing fee and designation of registered agent.


Also enclosed is a photocopy of the Articles. Please return this to me at the letterhead address with the filing date stamped on it.

Thank You,



Joseph Matthews  
Matthews Accounting Services, Inc.

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

  
Authorized By - Aroldo C. Ribeiro  
Registered Agent and Incorporator

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**MATTHEWS ACCOUNTING SERVICES, INC.**  
630 U.S. HIGHWAY ONE, SUITE 112  
NORTH PALM BEACH, FL 33408  
(407) 801-3114

June 11, 1996

Freida Chesser

Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

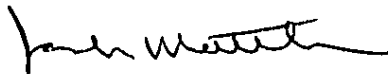
Dear Ms. Chesser:

Enclosed please find revised Articles of Incorporation for Lyier Corporation. The check in the amount of \$70.00 for filing fee and designation of registered agent was included with the original articles sent with a cover letter dated May 7, 1996.

The Corporate address has been changed in Article 6 to be consistent with Incorporator and Board of Directors address as we discussed during our phone conversation of June 10, 1996.

Also enclosed is a photocopy of the Articles. Please return this to me at the letterhead address with the filing date stamped on it.

Thank You,



Joseph Matthews  
Matthews Accounting Services, Inc.

Ref: Div. of Corp. Letter # 296A00027713

## **ARTICLES OF INCORPORATION**

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

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### **ARTICLE 1: NAME**

The name of this corporation shall be as follows:

**Lyfer Corporation**

### **ARTICLE 2: NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States and the state of Florida.

### **ARTICLE 3: CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares, of one dollar (\$1.00) par value per share.

### **ARTICLE 4: INITIAL CAPITAL**

The amount of capital with which this corporation will begin business will not be less than one hundred (\$100.00) dollars.

### **ARTICLE 5: TERM OF EXISTENCE**

This corporation is to have perpetual existence.

### **ARTICLE 6: ADDRESS**

The initial street address in the State of Florida of the principal office and office of Board of Directors and incorporators shall be as follows:

**6345 Hollywood Street  
Palm Beach Gardens, Florida 33418**

The Board of Directors may from time to time move the principal office to any other address in the state of Florida.

### **ARTICLE 7: BY-LAWS**

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and shareholders.

### **ARTICLE 8: AMENDMENTS**

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

### **ARTICLE 9: SUB CHAPTER S CORPORATION**

This corporation may elect to become a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

### **ARTICLE 10: REGISTERED AGENT AND OFFICE**

The Registered Agent, as listed below with address, hereby accepts said designation by signature below:

**Aroldo C. Ribeiro**  
**6345 Hollywood Street**  
**Palm Beach Gardens, Florida 33418**

Having been named as registered agent and to accept service of process for the above stated corporation the place designated in this certificate, I hereby accept the appointment as registered agent and agree to do so in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

**Aroldo C. Ribeiro**  
**Registered Agent**

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### **ARTICLE 11: INITIAL BOARD OF DIRECTORS**

This corporation shall have three Directors initially. The number of Directors may be either increased or decreased by the by-laws adopted by the shareholders but shall never be less than one.

The initial Directors of the Corporation are:

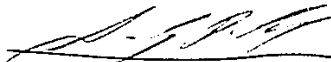
**Aroldo C. Ribeiro - President, Vice President, Secretary & Treasurer**

### **ARTICLE 12: INCORPORATOR**

The name and personal address of the Incorporator:

**Aroldo C. Ribeiro**  
**6345 Hollywood Street**  
**Palm Beach Gardens, Florida 33418**

As Incorporator of Lyfer Corporation in witness thereof, I, Aroldo C. Ribeiro, do hereby execute these Articles of Incorporation on May 13, 1996, and accept responsibility as registered agent.

  
**Aroldo C. Ribeiro**  
**Incorporator - Lyfer Corporation**