

P96000053013

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

No 52504

RE: W V Memorandum

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. Fila		
Corp. Record Search		
Ltd. Partnership Fila		
Foreign Corp. Fila		
() Cert. Copy(s)		
Art. of Amend. Fila		
Dissolution/Withdrawal		
C U S-		
Fictitious Name Fila		
Name Reservation	*** 122.50	*** 122.50
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Fila		
UCC 11 Search		
UCC 11 Retrieval		
Fila No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE 6/21 _____
 TIME 2:35 _____ CK No. _____
 BY 77 _____

WALK-IN
 Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION OF
L & D MANAGEMENT, INC.**

THE UNDERSIGNED INCORPORATOR FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE: L & D MANAGEMENT, INC.

ARTICLE II PRINCIPAL OFFICE

6070 N. FEDERAL HIGHWAY; # 128
BOCA RATON, FLORIDA 33487

ARTICLE III CAPITAL STOCK

THE NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE
OUTSTANDING AT ANY ONE TIME IS: 1000 SHARES
\$1.00 PAR VALUE/PER SHARE

**ARTICLE IV INITIAL
REGISTERED AGENT AND ADDRESS**

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

STEPHEN M. KRAUSE
6070 N. FEDERAL HIGHWAY; #128
BOCA RATON, FLORIDA 33487

FILED
JAN 31 1978
CLERK OF CIRCUIT COURT
BOCA RATON, FLORIDA

ARTICLE V INCORPORATOR(S)

THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S) TO THESE ARTICLES OF INCORPORATION IS (ARE):

STEPHEN M. KRAUSE
6070 N. FEDERAL HIGHWAY; #128
BOCA RATON, FLORIDA 33487

ARTICLE VI INITIAL DIRECTOR

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF ONE DIRECTOR KNOWN AS THE INITIAL DIRECTOR. THE INITIAL DIRECTOR OF THIS CORPORATION AND THE DIRECTOR'S ADDRESS IS:

STEPHEN M. KRAUSE
6070 N. FEDERAL HIGHWAY; #128
BOCA RATON, FLORIDA 33487

THE INITIAL DIRECTOR SHALL HOLD OFFICE AND SERVE UNTIL THE SUCCESSOR(S) ARE ELECTED AS PROVIDED IN THE BYLAWS. IN THE FUTURE, THE NUMBER OF DIRECTORS SHALL BE DETERMINED IN ACCORDANCE WITH THE BYLAWS.

ARTICLE VII OFFICERS

SUBJECT TO THE DIRECTION OF THE BOARD OF DIRECTORS, THE AFFAIRS OF THE ASSOCIATION SHALL BE ADMINISTERED BY OFFICERS WHO SHALL BE ELECTED BY AND SERVE AT THE PLEASURE OF SAID BOARD OF DIRECTORS. THE FOLLOWING PERSONS SHALL CONSTITUTE THE INITIAL OFFICERS OF THE CORPORATION AND THEY SHALL CONTINUE TO SERVE AS SUCH OFFICERS UNTIL REMOVED BY THE BOARD OF DIRECTORS:

STEPHEN M. KRAUSE- PRESIDENT, TREASURER, SECRETARY, CHAIRMAN
6070 N. FEDERAL HIGHWAY; #128
BOCA RATON, FLORIDA 33487

ARTICLE VIII. INDEMNIFICATION

EVERY DIRECTOR AND OFFICER OF THE CORPORATION SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST ALL EXPENSES AND LIABILITIES, INCLUDING COUNSEL FEES, REASONABLY INCURRED BY OR IMPOSED UPON HIM, IN CONNECTION WITH ANY PROCEEDINGS OR ANY SETTLEMENT THEREOF, TO WHICH HE MAY BE A PARTY OR IN WHICH HE MAY BECOME INVOLVED BY REASON OF HIS BEING OR HAVING BEEN A DIRECTOR OR OFFICER OF THE CORPORATION, WHETHER OR NOT HE IS A DIRECTOR OR OFFICER AT THE TIME SUCH EXPENSE ARE INCURRED, EXCEPT IN SUCH CASES WHEREIN THE DIRECTOR OR OFFICER IS ADJUDGED GUILTY OF WILLFUL MISFEASANCE, MALFEASANCE OR NONFEASANCE IN THE PERFORMANCE OF HIS DUTIES, PROVIDED THAT IN THE EVENT OF A SETTLEMENT, THE INDEMNIFICATION HEREIN SHALL APPLY ONLY WHEN THE BOARD OF DIRECTORS APPROVES SUCH SETTLEMENT AND REIMBURSEMENT AS BEING IN THE BEST INTEREST OF THE CORPORATION. THE FOREGOING RIGHT OF INDEMNIFICATION SHALL BE IN ADDITION TO AND NOT EXCLUSIVE OF ALL OTHER RIGHTS TO WHICH SUCH DIRECTOR OR OFFICER MAY BE ENTITLED

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 20TH DAY OF JUNE, 1996.



SIGNATURE

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

L & D MANAGEMENT, INC.

2. The name and address of the registered agent and office is:

NAME: STEPHEN M. KRAUSE

ADDRESS (P.O. BOX NOT ACCEPTABLE):

6070 N. FEDERAL HIGHWAY, #128
BOCA RATON, FLORIDA 33487

HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

DATE: JUNE 20, 1996

REGISTERED AGENT FILING FEE: \$35.00