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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: LAM RESOURCES, INC.  
FAX AUDIT NUMBER: H96000008861  
DATE REQUESTED: 06/26/1996  
CERTIFIED COPIES: 0  
NUMBER OF PAGES: 6  
ESTIMATED CHARGE: \$70.00  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 10:40:27  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 076064003722

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AUDIT NUMBER: H9600000861

**ARTICLES OF INCORPORATION  
OF  
LJM RESOURCES, INC.**

The undersigned, for the purposes of forming a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**Article I - Name**

The name of the Corporation is LJM Resources, Inc.

**Article II - Nature of Business**

This Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

**Article III - Capital Stock**

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, par value \$1.00 per share.

**Article IV - Term**

This Corporation shall have perpetual existence unless dissolved pursuant to law.

**Article V - Address**

The initial street address of the principal office of this Corporation in the State of Florida is 3543 South Ocean Boulevard, Suite 115, Palm Beach, Florida 33480. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

**Article VI - Directors**

This Corporation shall have one (1) Director initially. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

Gregory J. Blodig, Esq.  
Greenspoon, Marder et al  
100 West Cypress Creek Rd., Ste. 700  
Ft. Lauderdale, FL 33309  
(305) 491-1120  
Fla. Bar #274062

AUDIT NUMBER: H96000008861

Article VII - Initial Directors

The name and street address of the initial Director of this Corporation who shall hold office until his successor is elected or appointed and shall have qualified is:

Leonard J. Mercer, Jr.

3543 South Ocean Boulevard  
Suite 115  
Palm Beach, FL 33480Article VIII - Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Gregory J. Blodig, Esq.  
Greenspoon, Marder, Hirschfeld,  
Raffin, Ross & Berger, P.A.  
100 West Cypress Creek Road  
Suite 700  
Ft. Lauderdale, FL 33309Article IX - Other Provisions

1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or as a director of this Corporation.
2. The stockholders may, pursuant to the Bylaw provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of the stock of this Corporation as they may see fit.
3. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the stockholders or the Board of Directors, but the Board of Directors may not alter or amend any Bylaw adopted by the stockholders.
4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he shall make objection at that meeting to any defect or insufficiency of notice.
5. If the Bylaws so provide, any action of the stockholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without

a meeting, in the manner provided in the Bylaws, to the extent now or hereafter to be permitted under the statutes and laws of the State of Florida.

7. The Board of Directors of this Corporation is authorized to make provision 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 this Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

### Article X - Grant of Presumptive Rights

### Article XI - Registered Office

3

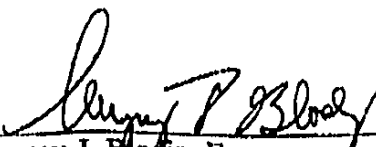
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Gregory J. Blodig, Esq.  
Greenspoon, Marder, Hirschfeld,  
Raskin, Ross & Berger, P.A.  
100 West Cypress Creek Road  
Suite 700  
Ft. Lauderdale, FL 33309

Article XII - Amendment

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25 day of June, 1996.

  
\_\_\_\_\_  
Gregory J. Blodig, Esq.

ew/sunday.beyA/jm.m1

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**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act.

FIRST -- That LJM Resources, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Palm Beach, County of Palm Beach, State of Florida, has named Gregory J. Blodig, Esq. as Registered Agent, who may be served at the registered office located at Greenspoon, Mardor, Hirschfeld, Rafkin, Ross & Berger, P.A., 100 West Cypress Creek Road, Suite 700, City of Ft. Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT):**

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

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