

P96000054933

M&M
MCCRARY & MOSLEY
A PROFESSIONAL ASSOCIATION

MAGNOLIA QUARTERS • 47 EAST ROBINSON STREET • SUITE 211 • ORLANDO, FLORIDA 32801 • 407/649-7111 • FAX 407/649-7127

MIAMI
2800 BISCAYNE BLVD
SUITE 800
MIAMI, FLORIDA 33137
305/376-1808
FAX 305/376-1800

JESSE L. MCCRARY, JR.
DEAN E. MOSLEY
ISAAC T. RUELLE
PAMELA D. RICHMOND
OMETRIAS DEON LONG
THOMAS E. PRYOR, JR.

* ADM. MAINT. AND BAR
REGISTERED NURSE
* LICENSED PHARMACEUT
* ADM. SOUTH CAROLINA BAR

WESTSIDE
4001 COLUSSIA STREET
SUITE 500
ORLANDO, FLORIDA 32811
407/297-6441
FAX 407/297-7883

PLEASE REPLY TO
Magnolia Quarters Office
June 24, 1996

SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 E. Gaines Street
Tallahassee, Florida 32301

500001677675
-06/27/96--01027--011
*****122.50 *****122.50

Re: THE LB GROUP, INC.

Ometrias Deon GAVE

AUTHORIZATION BY PHONE TO
CORRECT NAME of CORP.
DATE 6/27/96

Dear Sir or Madam:

Enclosed you will find an original and a copy of the Articles of Incorporation for THE LB GROUP, INC. Also, enclosed is a check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) to cover the fees for filing for the Articles of Incorporation, the requisite fee for appointment of a registered agent and the fee for obtaining a certified copy of the Articles of Incorporation.

I would appreciate your assistance in expediting the filing of the Articles of Incorporation. If you would, please fax the certified copy of the Articles of Incorporation immediately upon filing and mail the original copy to me. Our fax number is (407) 649-7127. If you have any questions, please do not hesitate to call me or my secretary Tammie at (407) 649-7111. With kind regards I am

Very Truly yours,

Ometrias Deon Long
OMETRIAS DEON LONG

JUN 27 1996

BSB

ODL/th
Enclosure (2)

509
W96-13691

FILED
JUN 27 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 27, 1996

M & M MCCRARY & MOSLEY
47 EAST ROBINSON STREET
SUITE 211
ORLANDO, FL 32801

SUBJECT: THE LB GROUP, INC.
Ref. Number: W96000013691

We have received your document for THE LB GROUP, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 496A00031986

ARTICLES OF INCORPORATION

OF

THE LB GROUP, INC.

FILED

96 JUN 26 PM 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. - NAME OF CORPORATION

The name of the corporation shall be THE LB GROUP, INC.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the Corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

Articles of Incorporation

ARTICLE IV - CAPITAL STOCK

The total number of shares which the Corporation shall have authority to issue is Two Thousand (2,000) shares of common stock, One Cent (\$.01) par value per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of the corporation in the state of Florida is 4516 Scenic Lake Drive, Orlando, Florida 32808. The name of the initial registered agent of the corporation at such address is OMETRIAS DEON LONG.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator of the Corporation are:

<u>Name</u>	<u>Address</u>
Ometrias Deon Long	4516 Scenic Lake Drive Orlando, Florida 32808

ARTICLE VII - BYLAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the Corporation.

Articles of Incorporation-

ARTICLE VIII - PRINCIPAL OFFICER; MAILING ADDRESS

The mailing address and location of the principal office of the Corporation is 4516 Sconic Lake Drive, Orlando, Florida 32808. The location of the principal office shall be subjected to change as may be provided in By-Laws duly adopted by the shareholders of the corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 19th day of June, 1996.


OMETRIAS DEON LONG

Articles of Incorporation-

FILED

96 JUN 26 PM 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

STATE OF FLORIDA

ss.

COUNTY OF ORANGE

The foregoing instrument has was acknowledged before me by
Ometrias Deon Long, who is personally known to me, this 20th day of June, 1996.



THOMAS E PRYOR JR
My Commission CC4435511
Expires Mar. 06, 1999
Bonded by HAI
800-422-1885

Thomas E. Pryor, Jr.
NOTARY PUBLIC State of Florida
at Largo

Thomas E. Pryor, Jr.
Printed Name:
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned OMETRIAS DEON LONG, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to Section 607.0505 of the Florida Business Corporation Act.

Ometrias Deon Long
OMETRIAS DEON LONG

96000054933

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

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 \$ _____

RE: The L. B. Group, Inc.

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

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

N. HENDRICKS NOV 15 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>[Signature]</u>	_____	_____	_____

WALK-IN 11/12 12:00
 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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 12, 1996

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: THE LB GROUP, INC.
Ref. Number: P96000054933

We have received your document for THE LB GROUP, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 496A00051624

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
THE L B GROUP, INC.**

FILED

96 NOV 14 AM 9:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0704 Florida Statutes, THE L B GROUP, INC., adopts the following Articles of Amendment to its Articles of Incorporation.

1. These Articles of Amendment were adopted on November 7, 1996 and the number of votes cast for the amendments were sufficient for approval by the Board of Directors and Shareholder. The Articles of incorporation are hereby amended to read as follows:

Pursuant to the Florida General Corporation Act, THE L B GROUP, INC., adopts the following Articles of Incorporation:

**ARTICLE ONE
NAME**

The name of this corporation is THE L B GROUP, INC., ("Corporation").

**ARTICLE TWO
DURATION**

The period of duration for this Corporation is perpetual.

**ARTICLE THREE
PURPOSE**

The purpose is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE FOUR
CAPITAL STOCK**

The Corporation is authorized to issue Seven Thousand Five Hundred (7500) shares of common stock class, with a One Dollar (\$1.00) par value for each share.

**ARTICLE FIVE
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent are as follows:

Jacinta M. Mathis, Esquire
Mathis Law Firm, P. A.
Studio Plaza Building
5979 Vineland Road, Suite 216
Orlando, Florida 32819

**ARTICLE SIX
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Corporation is:

1221 West Colonial Drive, Suite 100
Orlando, Florida 32804

**ARTICLE SEVEN
BOARD OF DIRECTORS**

This Corporation shall have two (2) directors. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but the number of directors shall never be less than one (1).

The names and addresses of the directors of this Corporation are:

Samuel W. Butler
1221 West Colonial Drive, Suite 100
Orlando, Florida 32804

Denice Butler
1221 West Colonial Drive, Suite 100
Orlando, Florida 32804

**ARTICLE EIGHT
NON-RESIDENT DIRECTORS**

Directors need not be residents of the State of Florida.

**ARTICLE NINE
DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this Corporation.

**ARTICLE TEN
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Board of Directors and upon a majority vote of the directors.

**ARTICLE ELEVEN
INDEMNIFICATION**

The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

**ARTICLE TWELVE
SHAREHOLDERS QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative votes of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE THIRTEEN
REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

**ARTICLE FOURTEEN
INFORMAL ACTION OF DIRECTORS**

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the written evidence of their consent is filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE FIFTEEN
RESTRICTIONS ON TRANSFER OF STOCK**

Restrictions on the sale or transfer of the stock of this Corporation may be set forth in a buy-sell agreement.

**ARTICLE SIXTEEN
HEADING AND CAPTIONS**

The headings or captions of these Articles of Incorporation are inserted for convenience. They shall not have any force or effect and the interpretation of the various Articles shall not be influenced by the language of the headings or captions.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment in a manner and form sufficient to bind the Corporation this 7th day of November, 1996.

A handwritten signature in dark ink, appearing to read 'Samuel W. Butler', is written over a horizontal line.

SAMUEL W. BUTLER, as
President of THE L B GROUP, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

THE L B GROUP, INC., (the "Corporation") desiring to organize as a domestic Corporation or qualify under the laws of the State of Florida has named and designated Jacinta Mathis as its registered agent to accept service of process within the State of Florida with its registered office at Studio Plaza Building, 5979 Vineland Road, Suite 216, Orlando, Florida 32819.

ACKNOWLEDGMENT

Having been named Registered Agent for the Corporation at the place designed in this Certificate, I agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 7th day of November, 1996.


Jacinta M. Mathis, Esquire
Registered Agent