

P96000083609

10/09/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:00 PM

((H96000014252 6))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: L.R.S.B. CORP.

AUDIT NUMBER.....H96000014252

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
help F1 Option Menu F2

NUM

Connect: 00:28:39

RECEIVED
95 OCT 10 AM 7:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
96 OCT 10 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

541074
10/10/96
10/10/96

ARTICLES OF INCORPORATION

H96000014252

OF

L.R.S.N. CORP

The undersigned, acting as incorporator of L.R.S.N. CORP. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I.
NAME

The name of the corporation is:

L.R.S.N. CORP.

ARTICLE II.
COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in the business of design, manufacturing, marketing and sales of new products nationally and internationally, and may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV.
AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$0.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed or to be performed for the benefit of the corporation. Each issued and outstanding stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

These Articles prepared by:
John F. Jankowski, Jr., Esq.
Cornerstone One- Suite 220
1200 South Pine Island Road
Plantation, Florida 33324-4402
(954) 370-1026
Fla. Bar #833533

H96000014252

FILED
95 OCT 10 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000014252

ARTICLE V.
INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street and mailing address of the initial principal office of the corporation is 13730 State Road 84, Suite 218, Davie, Florida 33325.

The name of the corporation's initial Registered Agent is Sally Esdale whose address is 8380 Sands Point Boulevard, #3-108, Tamarac, Florida 33321.

ARTICLE VI.
INITIAL BOARD OF DIRECTORS AND OFFICERS

The corporation shall have two (2) directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial Directors are:

Steven J. Esdale
Lisa B. Esdale
960 Southwest 135 Way
Davie, Florida 33325

The initial officers of the corporation are:

President- Steven J. Esdale
Vice-President/ Secretary- Lisa B. Esdale

ARTICLE VII.
INCORPORATOR

The name and street address of the incorporator is:

Steven J. Esdale
13730 State Road 84
Suite 218
Davie, Florida 33325

ARTICLE VIII.
BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

H96000014252

H 96000014252

**ARTICLE IX.
AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

**ARTICLE X.
PREEMPTIVE RIGHTS**

Each shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which each existing shareholder already holds, to purchase his/her pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

**ARTICLE XI.
INDEMNIFICATION**

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9 day of October, 1996.


STEVEN G. ESDALE

H 96000014252

H 96000014252

STATE OF FLORIDA)
COUNTY OF BROWARD) SS

The foregoing instrument was acknowledged before me this 9th day of October, 1996, by STEVEN J. ESDALE, to me well known to be the person who executed the foregoing articles or who produced a identification and who did take an oath.



JOHN F. JANKOWSKI, JR.
My Commission Expires Mar. 02, 1998
Bonded by M&M
500-422-1000

[Signature]
Notary Public, State of Florida
Print Name: JOHN F. JANKOWSKI
My commission expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for L.R.S.E. Corp., in the foregoing Articles of Incorporation, I, SALLY ESDALE, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of Registered Agent of which I am familiar.

BY: [Signature]
SALLY ESDALE

These Articles prepared by:
John F. Jankowski, Jr., Esq.
Cornerstone One- Suite 220
1200 South Pine Island Road
Plantation, Florida 33324-4402
(954) 370-1026
Florida Bar #833533

FILED
96 OCT 10 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H 96000014252