

196000089343

11:31 AM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H96000015277 2))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: LIMER'S INC.

AUDIT NUMBER.....H96000015277

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

CERT. OF STATUS..0

PAGES..... 4

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: 00:08:18

RECEIVED

96 OCT 30 PM 12:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
96 OCT 30 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/30/96
77

496A-50045

(4)

ARTICLES OF INCORPORATION
OF
LIMER'S INC.

H96000015277

For the purpose of forming a corporation under CH.621 of the Florida General Corporation Act, it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

ARTICLE I

The name of this corporation shall be LIMER'S INC. and its principal place of business shall be in Miami, Florida with the right to move said principal place of business and establish other places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE II

The purpose of this corporation is to engage in any activity or business permitted under the law of the United States and under the law of the state of Florida. Notwithstanding, any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and its By-Laws.

ARTICLES III

The total authorized capital stock of this corporation shall be one thousand shares of Common Stock with no par value. All of such stock shall be issued fully paid and non assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

ARTICLES IV

The amount of capital with which this corporation shall begin shall be not less than one thousand dollars (\$1,000.00)

ARTICLES V

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the Corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

PREPARED BY: ANNETTE A. CASSELLS, CPA
18441 NW 2 AVE. #224
MIAMI, FL 33169 (305) 651-1090

H96000015277

FILED
130 PM 2 01

H96000015277

ARTICLES VI

The number of directors of said corporations shall be provided in the By-Laws but in no event shall the number be less than (1) nor more than (5).

ARTICLES VII

The names and post office address of the first Board of Directors who shall hold office for the first year of the existence of the corporation, or until their successors have been elected and qualified, unless other wise stated by the BY-Laws, is:

Keith Rahman
17520 N.W. 17 Avenue
Miami, Florida 33169

Carlton White
17520 N.W. 17 Avenue
Miami, Florida 33169

ARTICLES VIII

The registered address of the principle office of the corporation shall be:

17520 N.W. 17 Avenue
Miami, Florida 33169

ARTICLES IX

In furtherance and not in limitation of powers conferred upon the Board of Directors are expressly authorized, and cause to be executed, mortgages and liens upon the real and personal property of the corporation for the purposes of furniture security for its indebtedness or for any other purpose. The Directors, if the By-Laws so provide, may hold their meetings in or without the State of Florida. The corporation may in its By-Laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors

ARTICLES X

Amendments and revisions, including alterations of any provisions, of these Articles, and the By-Laws, shall be by the shareholders or by the majority vote of the shareholders voting, in the manner now or hereafter prescribed by the statutes.

H96000015277

H96000015277

ARTICLES XI

Shares of capital stock of this corporation shall be vested in the following person and in the amount set opposite their name

NAME	NUMBER OF SHARES
Keith Rahman	500
Carlton White	500

Shares held by initial shareholder listed above may not be resold or otherwise transferred to another person or corporation, unless approved by the president of this corporation. The price and terms of which, and the time within which such shares may be offered and sold shall be further specified by written agreement.

ARTICLES XII

Special meetings of shareholders may be called by Certified Mail, Return Receipt Requested, giving five(5) days written notice.

ARTICLES XIII

Fifty-one percent (51%) 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 vote of fifty-one percent (51%) of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLES XIV

RIGHT OF SHAREHOLDER TO DISSENT

The shareholders of this corporation have the right to dissent from any corporate actions that shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

ARTICLES XV

SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

H96000015277

H96000015277

ARTICLES XVI

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the President of this corporation.

ARTICLES XVII

POWER

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLES XVIII

MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by means of conference telephone as provided

ARTICLES XIX

DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLES XX

IDENTIFICATION

The corporation shall identify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XXI

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 shareholders is subject to this reservation.

ARTICLES XXII

NOTICE

Any notice required herein shall be by Certified Mail, Returned Receipt Requested, or hand delivered to the stockholders at the following address:

H96000015277

H96000015277

ARTICLES XXIII

The name and address of the subscribers to these articles are:

Koith Rahman
17520 N.W. 17 Avenue
Miami, Florida 33169

Carlton White
17520 N.W. 17 Avenue
Miami, Florida 33169

FILED
96 OCT 30 PM 2 01
SEC. 1

ARTICLES XXIV

The name and address of the resident agent of this corporation is:

Koith Rahman
17520 N.W. 17 Avenue
Miami, Florida 33169

ARTICLES XXV

I, Koith Rahman and Carlton White, subscribers to these Articles, hereby am familiar with and accept the duties and responsibilities as registered agent of LIMER'S, INC. Hereunto set my hand to seal this 24 day of Oct. 1996

I hereby accept service as
Registered Agent

KEITH RAHMAN
Registered Agent
Subscriber

CARLTON WHITE
Subscriber

STATE OF FLORIDA)

COUNTY OF State

On this 24 day of Oct., 1996, before me, the undersigned, a notary public in and for said county in said state, personally appeared Koith Rahman and Carlton White, to me known to be the person named and in executed the foregoing Articles of Incorporation, and acknowledge that same in his voluntary act and deed.

Personally known _____

Showed I.D. X

Type of I.D. FL. Driver's license

Donald Parker
NOTARY PUBLIC STATE OF FLORIDA
Print Name: Donald Parker
My commission expires: Aug 13, 2000

H96000015277