

P960000098352

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

RE: Lianessa, Inc.

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 \$ _____

EFFECTIVE DATE
12-4-96

FILED
96 DEC -5 PM 2:12
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL DEC - 5 1996

REQUEST TAKEN CONFIRMED APPROVED
DATE 12/5
TIME
BY CK No.

WALK-IN
Will Pick Up 11:45

	C.C. FEE.	DISBURSED
Capital Express™		
✓ Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
✓ (1) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U B-		
Fictitious Name	8000002020823--4	
Name Reservation	*****70.00	*****70.00
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File 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.....	\$

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
LIANESSA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-21-96

ARTICLE I

The name of this Corporation shall be Lianessa, Inc.
The principle office shall be located at 150 Worth Ave., Palm Beach,
Florida 33480.

ARTICLE II

The purpose for which the corporation is organized is the
transaction of any lawful business for which corporations may be
incorporated under the Florida Corporation Act.

ARTICLE III

The maximum number of shares of stock which this Corporation is
authorized to have outstanding at any one time shall be one thousand
(1000) shares of common stock at a par value of One Dollar (\$1.00) per
share.

ARTICLE IV

This Corporation shall begin business with a capital of not less
than One thousand (1000) Dollars.

ARTICLE V

The existence of this Corporation shall commence on the date of
subscription and acknowledgement of these Articles of Incorporation
and shall be perpetual thereafter.

ARTICLE VI

The business of this Corporation shall be conducted by a Board of
Directors of not less than one (1) and not more than seven (7)
directors, the exact number of directors to be fixed by the By-Laws of
this Corporation.

ARTICLE VII

The names and post office addresses of the members of the first
Board of Directors, who, unless otherwise provided by the By-Laws of
this Corporation, shall hold office for the first year of existence of
the Corporation, or until their successors are elected or appointed,
and have qualified, are as follows:

- 1) Chaim Halpern
3212 W. Hillsboro Blvd.
Deerfield Beach, Fl. 33442

ARTICLE VIII

The names and post office addresses of each subscriber of the Articles of Incorporation are as follows:

- 1) Chaim Halpern
3212 W. Hillsboro Blvd.
Deerfield Beach, Fl. 33442

ARTICLE IX

The Corporation and its stockholders, or the stockholders of the corporation among themselves, may enter into any agreement restricting the transferability, assignment, encumbrance or pledge of the stock of this corporation, whether voluntarily or involuntarily. Any such agreement may confer upon the corporation or the stockholders, or both, the option of first refusal or mandatory purchase in the event any stockholder desires to transfer assign, encumber or pledge, his stock, with or without a consideration. Any such agreement may include such restrictions during the lifetime of any stockholder. Nothing contained in these Articles of Incorporation or the By-laws of the corporation shall be construed as authorizing a transfer of such stock upon the books of the corporation in violation of any such agreement.

ARTICLE X

The Board of Directors is authorized, in its discretion, to fix, determine and vary the amount of profits or surplus of the corporation to be reserved as working capital or for any other purpose, and to determine what amount of funds of the corporation, if any, may be expediently used in its business or declared in dividends to shareholders. In the event that the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation: provided, however, that in any such case the fact of such interest shall be disclosed to the other directors or shareholders acting upon or in reference to such contract or transaction. No director or directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits realized thereon. Provided, also, that such contract or transaction shall, at the time of which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at that time, were fair.

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ARTICLE XI

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Each, director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation (said expenses to include attorney's fees and the costs of reasonable settlements made with a view to curtailment of cost of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty, as such director or officer. Such right or indemnification shall not be exclusive of any other rights to which a director or officer may be entitled under any regulations, agreement, vote of shareholders, or to which he may be entitled as a matter of law, and the foregoing rights of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

ARTICLE XII

Pursuant to Florida Statute 607.034, the registered officer and registered agent of the corporation shall be:

Chaim Halpern
3212 W. Hillsboro Blvd.
Deerfield Beach, Fl. 33442

Said registered agent, by signing these Articles of Incorporation agrees to act in such capacity and to comply with the provisions of Chapter 607 of the Florida Statutes.

Executed this 4 day of December, 1996.

I, Chaim Halpern, hereby accept the duties and responsibilities of Registered Agent for said corporation.



Chaim Halpern
Subscriber/Registered Agent