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FLORIDA DIVISION OF CORPORATIONS

P 12/15

: 12/17/96

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FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: L.F. PARTNERS, INC.

AUDIT NUMBER.....H96000017626

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

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EMPIRE CORPORATE KIT

P.01/15



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 17, 1996

EMPIRE CORPORATE KIT COMPANY

SUBJECT: L.F. PARTNERS, INC.  
REF: W96000026482

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The registered agent and registered office listed in your articles of incorporation must be consistent 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) 487-6933.

Dana Calloway  
Document Specialist

FAX Aud. #: H96000017626  
Letter Number: 796A00056229



ARTICLES OF INCORPORATION  
OF  
L.F. PARTNERS, INC.

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ARTICLE I.

NAME

The Name of the Corporation is L.F. PARTNERS, INC.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Stewart A. Merkin, Esq.  
Rivargate Plaza, Suite 300  
444 Brickell Avenue  
Miami, Florida 33131  
Tel. (305) 358-5800  
Fla. Bar No. 153444

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EMPIRE CORPORATE KIT  
ARTICLE IV.

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H460000116

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is 1,000,000 shares of common stock with par value of \$.0001 each.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI.

PRINCIPAL OFFICE

The principal office of the Corporation is 6910 Barquara, Coral Gables, Florida 33146.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131. The initial registered agent at that address is STEWART A. MERKIN, ESQ.

ARTICLE VIII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact

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number to be determined from time to time in accordance with the By-Laws.

The name and address of the first board of directors who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

NAME

JUAN A. VEGA, SR.

ADDRESS6910 Barquera  
Coral Gables, FL 33146

## ARTICLE IX.

## INCORPORATOR

The name and address of the incorporator is: STEWART A. MERKIN, ESQ., Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131.

## ARTICLE X.

## INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 18th day of December, 1996.

  
Stewart A. Merkin

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STATE OF FLORIDA)

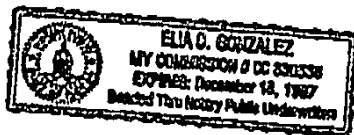
COUNTY OF DADE )

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Stewart A. Markin, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 13<sup>th</sup> day of December, 1996.

  
NOTARY PUBLIC, State of  
Florida at Large

My Commission Expires:



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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

L.F. PARTNERS, INC.

2. The name and address of the Registered Agent and office is:

STEWART A. MERKIN, ESQ.  
RIVERGATE PLAZA, SUITE 300  
444 BRICKELL AVENUE  
MIAMI, FLORIDA 33131

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

  
Stewart A. Merkin

DATE:

December 18, 1996.

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