

P96000104054

Luella N. Melching
441 Valencia Avenue
Suite 203
Coral Gables, Fl 33134

December 12, 1996

Division of Corporation
P.O. Box 6327
Tallahassee, Fl. 32314

400002029914--1
-12/16/96--01031--020
****122.50 ****122.50

Dear Sir/ Madame,

Enclosed please find the Certificate of Incorporation for LUDALE, INC.
and a check in the amount of \$122.50 that covers filing fees,
certified copy and registered agent designation.

Sincerely yours,

Luella N. Melching

Luella N. Melching

FILED
96 DEC 30 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Conflict 157938

789, 706, 502, 671

W96-26649

B. REGISTER DEC 30 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 19, 1996

LUELLA N MELCHING
441 VALENCIA AVE
SUITE 203
CORAL GABLES, FL 33134

SUBJECT: LUDALE, INC.
Ref. Number: W96000026649

We have received your document for LUDALE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 496A00056606

Luella Melching
441 Valencia Ave.
Suite 203
Coral Gables, Fl
33134

December 23, 1996

Division of Corporation
P.O. Box 6327
Tallahassee, Fl 32314

Dear Sir/Madame:

Enclosed please find the Certificate of Incorporation of
LUDALE ENTERPRISES, INC. and a check in the amount of
\$122.50 that covers the filing fees, certified copy and
registered agent designation.

Truly yours,

Luella Melching

Luella Melching

Our phone number is (305) 448-5140.

CERTIFICATE OF INCORPORATION

OF

LUDALE ENTERPRISES, INC.

We, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions;

ARTICLE ONE

The name of the corporation shall be:

LUDALE ENTERPRISES, INC.

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be 50,000 Shares of stock which shall be common stock of a par value of 1.00 Dollar per share. All of any part of the capital stock may be paid for either in lawful moneys of the United States of America, or in services, at a true valuation thereof.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FOUR

This corporation shall begin business with a minimum capital of the amount of 1000.00 Dollars.

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

The principal office of the corporation shall be located at

441 Valencia Avenue
Suite 203
Coral Gables, Fl 33134

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

The names and addresses of the members of the First Board of Directors and the officers who 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:

BOARD OF DIRECTORS

<u>Name</u>	<u>Address</u>
Luella N. Melching	441 Valencia Avenue Suite 203 Coral Gables, Fl. 33134
Gail M. Phillips	11911 S.W. 107 Ct. Miami, Fl 33176
John S. Phillips	11911 S.W. 107 Ct. Miami, Fl 33176
Karen M. Brown	10440 S.W. 69 Avenue Miami, Fl 33156
Daniel L. Brown	10440 S.W. 69 Avenue Miami, Fl 33156

OFFICERS

<u>Name</u>	<u>Address</u>	<u>Title</u>
Luella N. Melching	441 Valencia Avenue Suite 203 Coral Gables, Fl. 33134	President
Karen M. Brown	10440 S.W. 69 Avenue Miami, Fl 33156	Vice-President
Gail M. Phillips	11911 S.W. 107 Ct. Miami, Fl 33176	Secretary/ Treasurer
John S. Phillips	11911 S.W. 107 Ct. Miami, Fl 33176	Director
Daniel L. Brown	10440 S.W. 69 Avenue Miami, Fl 33156	Director

ARTICLE NINE

The names and addresses of each of the subscribers to this certificate of Incorporation and the number of shares of stock which each subscriber agrees to take, are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
R.Dale Melching Marital Deduction Trust	441 Valencia Avenue Suite 203 Coral Gables, Fl 33134	1,000

ARTICLE TEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of the Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE ELEVEN

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly paid, subject to calls thereon until the whole thereof shall have been paid.

ARTICLE TWELVE

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this certificate otherwise provided: any action of such Board of Directors may be rescinded, or any officer or director removed from office, only

upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE THIRTEEN

The corporation does hereby designate the following address as its registered office:

441 Valencia Avenue
Suite 203
Coral Gables, Fl. 33134

The corporation does hereby designate Luella N. Melching, of LUDALE ENTERPRISES, INC. as its Registered Agent.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 23 day of Dec., 1996.

Luella N. Melching (SEAL)
Luella N. Melching


STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **Luella N. Melching**, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed these articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, in the state and county aforesaid, this 23
day of December, 1996.



NOTARY PUBLIC
State of Florida at Large

My Commission expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAYBE SERVED.

In pursuance of chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said act:

LUDALE ENTERPRISES, INC.

desiring to organize under the Laws of the State of Florida with
its principal place of business in the City of Coral Gables,
County of Dade, State of Florida, has named Luella N. Melching
located at 441 Valencia Avenue Suite 203 Coral Gables, Fl 33134
as its agent to accept service of process within the State of
Florida.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate,
I hereby accept the appointment as 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.

Dated this 23 day of Dec., 1996.

Luella N. Melching
Resident and Registered Agent
Luella N. Melching

FILED
96 DEC 30 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA