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THE UNITED STATES  
CORPORATION  
COMPANY

FILED

97 JAN 13 PM 12:19

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TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 219276 4340059

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 122.50

ORDER DATE : January 13, 1997

ORDER TIME : 10:31 AM

ORDER NO. : 219276-010

CUSTOMER NO: 4340059

300002055453--8

CUSTOMER: Toni Clark, Legal Assistant  
KELLEY DRYE & WARREN, LLP

2400 Miami Center  
201 South Biscayne Boulevard  
Miami, FL 33131-2399

DOMESTIC FILING

NAME: L AND M GROUP INVESTMENTS CORP

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

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**ARTICLES OF INCORPORATION**  
**OF**  
**L AND M GROUP INVESTMENTS CORP.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name and principal address of this Corporation shall be:

L AND M GROUP INVESTMENTS CORP.  
73 W. FLAGLER STREET, RM 800  
MIAMI, FL 33130

**ARTICLE II**

**NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III**

**AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

**TERM OF EXISTENCE**

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

73 W. FLAGLER STREET, RM 800, MIAMI FL 33130

The name of the initial registered agent of this Corporation at that address shall be:

Martin Zilber

**ARTICLE VI**

**BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

**ARTICLE VII**

**DIRECTORS - NAMES AND STREET ADDRESSES**

The name and street address of the initial members of the Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<b><u>Name</u></b>	<b><u>Street Address</u></b>
Martin Zilber	73 W. FLAGLER STREET, RM 800, MIAMI FL 33130
Louis Cicerone	73 W. FLAGLER STREET, RM 800, MIAMI FL 33130

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

Name

Street Address

Martin Zilber

73 W. FLAGLER STREET, RM 800, MIAMI, FL 33130

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 10th day of January, 1997.

  
Martin Zilber, Incorporator

## DESIGNATION AND ACCEPTANCE

OF

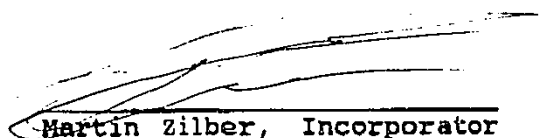
REGISTERED AGENT

FILED

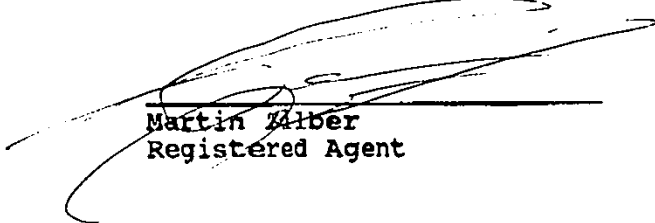
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TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, L AND M GROUP INVESTMENTS CORP., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 73 W. FLAGLER STREET RM800, MIAMI, FL 33130, has named Martin Zilber, located thereat as its registered agent to accept service of process within this state.

  
Martin Zilber, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

  
Martin Zilber  
Registered Agent