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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: FISHER & SAULS, P.A.
CONTACT: DENA F DEGARMO
PHONE: (813)822-2033

ACCT#: 076666001271

FAX #: (813)822-1633

NAME: LC SQUARED ENTERPRISES, INC.
AUDIT NUMBER.....H97000006859
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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SECRETARY OF STATE
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ARTICLES OF INCORPORATION
OF
LC SQUARED ENTERPRISES, INC.

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is LC SQUARED ENTERPRISES, INC., and its principal office or mailing address is 500 Madrid Drive, Tierra Verde, FL 33715.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of .10 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 500 Madrid Drive, Tierra Verde, FL 33715, and the name of the initial registered agent is Lawrence M. Chamberlin.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one director. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Lawrence M. Chamberlin	500 Madrid Drive, Tierra Verde, FL 33715

Prepared by:
Robert Kapusta, Jr., Esq.
FBN 441538
Fisher & Gauls, P.A.
P.O. Box 387
St. Petersburg, FL 33731
(813) 822-2033

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ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

NAME

ADDRESS

Lawrence M. Chamberlin

500 Madrid Drive, Tierra Verde, FL 33715

ARTICLE 8: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 9: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 10: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28 day of April, 1997.




Lawrence M. Chamberlin

"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 28 day of April, 1997.


Lawrence M. Chamberlin,
Registered Agent

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