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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255

CONTACT: RAY STORMONT
PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: LYNNNAUST INTERNATIONAL, INC.

AUDIT NUMBER.....H97000007207

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

CERT. OF STATUS..0 PAGES..... 6

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 2, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: LYNNAUST INTERNATIONAL, INC.
REF: W97000010135

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Claretha Golden
Document Specialist

FAX Aud. #: E97000007207
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ARTICLES OF INCORPORATION
OF
LYNNAUST INTERNATIONAL, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I, the undersigned, hereby execute the following document for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a Corporation For Profit.

ARTICLE ONE: NAME

The name of the Corporation shall be LYNNAUST INTERNATIONAL, INC.

ARTICLE TWO: DURATION

The corporation shall have perpetual existence.

ARTICLE THREE: PURPOSE

The corporation shall be entitled to engage in any and all lawful activities or business permitted under the laws of the United States and of this State. This corporation reserves the right if it so wishes to elect to be an 1120 Subchapter S corporation and the right to elect to approve and adopt a plan to offer shares of common stock for sale under said section of the Internal Revenue Service Code and all other rights contained therein and may elect to receive all rights of Section 1244 of the Internal Revenue Service Code of 1954 as amended.

ARTICLE FOUR: CAPITAL STOCK

The maximum number of shares of stock with One Dollar (\$1.00) par value that this Corporation is authorized to issue and have outstanding at one time is One Thousand (1,000) shares.

Gary J. Rotella, Esq.
FBN. 28115 (306) 763-2500
500 E. BROWARD BLVD. PHIL FORT LAUD., FL 33394
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ARTICLE FIVE: CAPITALIZATION

The corporation will begin business with not less than One Hundred Dollars (\$100).

ARTICLE SIX: REGISTERED AGENT

The name and address of the initial registered agent of the corporation is GARY J. ROTELLA, ESQUIRE, Broward Financial Centre, Penthouse II, 500 East Broward Boulevard, Fort Lauderdale, Florida 33394-3084.

ARTICLE SEVEN: REGISTERED OFFICE

The initial registered office of this Corporation shall be Broward Financial Centre, Penthouse II, 500 East Broward Boulevard, Fort Lauderdale, Florida 33394-3084.

ARTICLE EIGHT: CORPORATE OFFICES

The principal place of business of the Corporation shall be 612 Northeast 20 Avenue, #5, Deerfield Beach, Florida 33441, but the Corporation may maintain offices and transact business in such places within and without the State of Florida as may, from time to time, be designated by the Board of Directors.

ARTICLE NINE: DIRECTORS

A. The Corporation shall have not less than one (1) nor more than three (3) Directors. Vacancies in the Board of Directors occurring at any time for any reason shall only be filled for the unexpired time by the stockholders at a meeting called for the purpose in the manner prescribed by the By-Laws.

B. The names and addresses of the members of the first Board of Directors, who subject to the By-Laws of the Corporation, or until their successors are elected or appointed and have qualified, are as follows:

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ROBERT W. GRAF

612 Northeast 20 Avenue
Deerfield Beach, FL 33441

C. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1. To adopt or amend by-laws not inconsistent with any by-laws that may have been adopted by the stockholders.
2. To purchase and sell real and/or personal property, and to authorize and cause to be executed mortgages or other instruments upon or encumbering the real and personal property of the Corporation.
3. When, and as authorized by affirmative vote given at a meeting or by the written consent of stockholders of record holding at least a majority of the stock, to sell, lease or exchange all of the real and personal property and assets of the corporation, excluding its good will and its corporate business, upon such terms and conditions as the Board of Directors deem expedient.

ARTICLE TEN: INCORPORATORS

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

ROBERT W. GRAF

612 Northeast 20 Avenue, #5
Deerfield Beach, FL 33441

ARTICLE ELEVEN: OFFICERS

The names and addresses of the initial officers of this Corporation are as follows:

ROBERT W. GRAF

612 Northeast 20 Avenue, #5
Deerfield Beach, FL 33441

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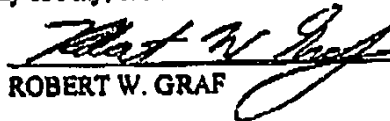
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ARTICLE TWELVE: AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

I, the undersigned, being the incorporator hereinabove named for the purpose of forming a corporation, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 1st day of May, 1997.


ROBERT W. GRAF

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

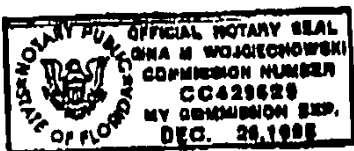
I HEREBY CERTIFY that before the undersigned authority, fully authorized to administer oaths and take acknowledgments, personally appeared ROBERT W. GRAF, who is personally known to me to be the person who made and executed the same for the uses and purposes therein expressed, and who did/did not take an oath.

WITNESS my hand and notarial seal at Fort Lauderdale, Florida this 1st day of May, 1997.


NOTARY PUBLIC

GINA M. WOJCIECHOWSKI
Printed Signature

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 MAY BE SERVED.

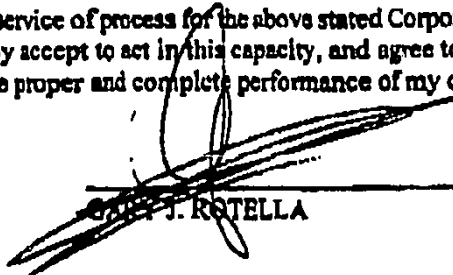
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **LYNNAUST INTERNATIONAL, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 612 Northeast 20 Avenue, #5, Deerfield Beach, Florida 33441, has named **GARY J. ROTELLA, Esquire**, whose address is Broward Financial Centre, Penthouse II, 500 East Broward Boulevard, Fort Lauderdale, Florida 33394-3084, as its registered agent to accept service of process within this State.

Signature: 
ROBERT W. GRAF
Director

DATE: MAY 1 1997

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.


GARY J. ROTELLA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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