

# LRF BUSINESS SOLUTIONS, INC.

412 NE 16th Avenue  
Gainesville, FL 32602  
Phone (352) 371-3570

P97000040228

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-05/02/97--01157--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

## VIA CERTIFIED MAIL

Re: Corporate filing for LRF BUSINESS SOLUTIONS, INC.

Dear Sir/Madam:

Please find enclosed the following documents for filing of the above named corporation:

Check #516 in the amount of \$70.00 for filing fees;

Articles of Incorporation of LRF BUSINESS SOLUTIONS, INC.; and

Registered Agent designation certificate for LRF BUSINESS SOLUTIONS, INC.

If you have any questions regarding the enclosed, or need any additional information, please let me know as soon as possible. Thank you for your assistance with this matter.

Sincerely,

*Jacqueline R. Polke*  
JACQUELENE R. POLKE

/ku  
Enc.

corporations

FILED  
97 MAY -2 PM 2:04  
TALLAHASSEE, FLORIDA  
MAY 9 1997

ARTICLES OF INCORPORATION

OF

LRF BUSINESS SOLUTIONS, INC.

97 MAY -2 PM 2:04  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name. The name of this corporation is LRF BUSINESS SOLUTIONS, INC.

ARTICLE II

Duration. The period of duration is perpetual.

ARTICLE III

Purpose. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

Capital Stock. The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.

ARTICLE V

Initial Registered Agent and Principal Office Mailing Address. The name and address of the initial registered agent and principal office of this corporation is as follows:

Jacqueline R. Polke  
412 N.E. 16th Avenue  
Gainesville, Florida 32601

ARTICLE VI

Initial Board of Directors. This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial director of this corporation is:

Jacqueline R. Polke  
412 N.E. 16th Avenue  
Gainesville, Florida 32601

#### ARTICLE VII

Incorporator. The name and address of the Incorporator signing these Articles of Incorporation is:

Jacqueline R. Polke  
412 N.E. 16th Avenue  
Gainesville, Florida 32601

#### ARTICLE VIII

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

#### ARTICLE IX

Cumulative Voting. In any election of directors by the stockholders, each stockholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit, provided, however, that notice shall be given by any stockholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of the corporation.

#### ARTICLE X

Non-Resident Directors. Directors need not be residents of this State or stockholders unless the Bylaws so require.

#### ARTICLE XI

Directors' Authority to Fix Compensation. Directors shall have authority to fix the compensation unless otherwise provided in the Bylaws.

#### ARTICLE XII

Pre-emptive Rights. Each stockholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares form the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any stockholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of notice from the corporation.

### ARTICLE XIII

Director Quorum and Voting. Only sixty-six and two-thirds percent (66 2/3%) of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of fifty-one percent (51%) of the directors present and voting, shall be the act of the Board of Directors.

### ARTICLE XIV

#### Director Conflict of Interest.

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his vote(s) are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the stockholders entitled to vote thereon, and such contract or transaction is approved by vote of the stockholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or stockholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

### ARTICLE XV

Meetings by Conference Telephone. Members of the Board of Directors may participate in special, regular and annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by laws.

ARTICLE XVI

Indemnification. The corporation is empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the Bylaws of this corporation.

ARTICLE XVII

Amendment of Articles and Bylaws. The power to adopt, alter, amend or repeal the Articles of Incorporation and Bylaws of this corporation shall be vested in the stockholders by a majority vote.

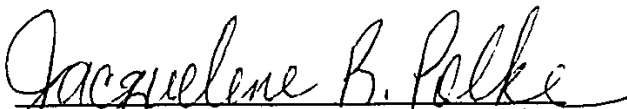
ARTICLE XVIII

Stockholder Quorum Voting. Only fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

ARTICLE XIX

Greater Voting Requirements for Stockholders. The affirmative vote of seventy-five percent (75%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of the following: mergers, sale of assets and dissolution.

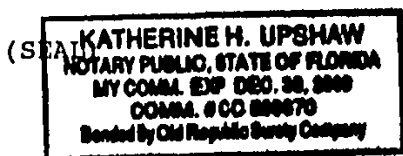
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 29th day of April, 1997.

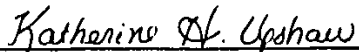
  
Jacqueline R. Polke, Incorporator

STATE OF FLORIDA  
COUNTY OF ALACHUA

BEFORE ME personally appeared JACQUELENE R. POLKE, to me well known and known to me to be the person described in and who executed the foregoing instrument and she acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 29th day of April, 1997.



  
Notary Public, State of Florida.  
My Commission Expires: 12/30/2000


**CERTIFICATE DESIGNATING AGENT  
UPON WHOM PROCESS MAY BE SERVED AND  
THE PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA**

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

LRF BUSINESS SOLUTIONS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Gainesville, County of Alachua, State of Florida, has named **JACQUELENE R. POLKE** as its registered agent to accept service of process within this state, who is located at the following registered office: 412 N.E. 16th Avenue, Gainesville, Florida 32601.

**ACKNOWLEDGMENT AND ACCEPTANCE:**

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said sections relative to keeping open the registered office.

  
\_\_\_\_\_  
**JACQUELENE R. POLKE**  
Registered Agent

**FILED**  
97 MAY -2 PM 2:04  
STATE  
SECRETARY, FLORIDA  
TALLAHASSEE