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ACCOUNT NO. : 072100000032

REFERENCE : 402792 82349A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 23, 1997

ORDER TIME : 11:34 AM

ORDER NO. : 402792-005

CUSTOMER NO: 82349A

CUSTOMER: Rodger L. Spink, Esq
RODGER L. SPINK, INC.

1640 N. 69th Way

Hollywood, FL 33024

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-05/23/97--01099--021
*****122.50 *****122.50

DOMESTIC FILING

NAME: L & F TRANSMISSION 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: W. Charles Earnest

EXAMINER'S INITIALS: _____

FILED
97 MAY 23 PM 2:45
TALLAHASSEE, FLORIDA

6
MAY 23 1997

5/20/97

FILED
97 MAY 23 PM 2:46
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

L & F TRANSMISSION CORP.

I, the undersigned, being of legal age, do hereby form a corporation for profit under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I - NAME

The name of the corporation is L & F TRANSMISSION CORP.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each share having a par value of \$1.00.

Authorized capital stock may be paid in cash, services or property, at a value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS AND REGISTERED ADDRESS

The initial street address of the principal office of this corporation is 21000 Boca Rio Road, Boca Raton, Fl 33433.

ARTICLE VII - INITIAL DIRECTOR

There shall be one director initially, and there shall never be less than one director. The name and address of the initial director who shall hold office until his successors are elected and have qualified is:

<u>NAME</u>	<u>ADDRESS</u>
FRANK A. SALERNO	21000 Boca Rio Road Boca Raton, Florida 33433

ARTICLE VIII - INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
FRANK A. SALERNO	21000 Boca Rio Road Boca Raton, Florida 33433

ARTICLE IX - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the date of execution and acknowledgment of these Articles. In the event that these Articles are not filed with the Department of State within five (5) days, exclusive of legal holidays, after

subscription and acknowledgment are filed with the Department of State.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law. Such indemnification shall include costs and reasonable attorney's fees reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action suit or proceedings in which he may be involved or to which he may have been a party by reason of his being or having been a Director or Officer of the corporation. Such indemnification shall not be made in relation to a matter in which he is adjudged to have been derelict in the performance of his duty as such officer or director.

ARTICLE XI - AMENDMENT

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

ARTICLE XII - REGISTERED AGENT

The Registered Agent of this corporation, designated as the corporation's agent to accept service of process within the State of Florida, shall be Frank A. Salerno, 21000 Boca Rio Road, Boca Raton, Florida 33433.

ARTICLE XIII - CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the stockholders of this Corporation may be taken without formal meeting, if consent in writing setting forth the action shall be signed by all of the shareholders of the corporation and filed with the Department of State.

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation, this 20 day of May, 1997.


Frank A. Salerno

ACCEPTANCE AND ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named Registered Agent, I hereby accept the
ed Agent, I hereby accept the appointment as Registered Agent. I
am familiar with and accept the obligations of Section 507.0505,
Florida Statutes.


Frank A. Salerno

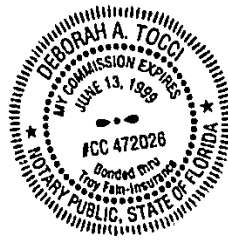
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public, personally appeared, Frank A. Salerno, to me known to be the person described as Incorporator and Registered Agent and who executed the foregoing Acceptance and Acknowledgment of Registered Agent, and acknowledgement before me

that he executed these Articles of Incorporation on this 20 day
of May, 1997.

Deborah A. Tocci
Notary Public:

My Commission Expires:



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97 MAY 23 PM 2:46
TALLAHASSEE, FLORIDA