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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

EFFECTIVE DATE
7-29-97

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: LP SCHOONERS, INC.

AUDIT NUMBER.....H97000012560

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

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

LP SCHOONERS, INC.,

EFFECTIVE DATE

7-29-97

ARTICLES I - NAME

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the Corporation is LP SCHOONERS, INC..

ARTICLE II - DURATION

The date when the Corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved. The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of \$1.00 Par Value Common stock.

ARTICLE V - PREEMPTIVE RIGHTS

After the initial issue of common stock of this Corporation, every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share of stock of this Corporation (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Murray B. Shepard, Esq.
Shepard, Leskar & Levine, P.A.
409 S.E. 7th Street
Fort Lauderdale, FL 33301
(954) 467-8660
Florida Bar No. 359750

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 409 S.E. 7th Street, Ft. Lauderdale, Florida 33301, and the name of the initial Registered Agent of this Corporation is Shepard, Leskar & Levine, P.A..

ARTICLE VII - FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of One (1) Director. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than One (1) Director. The name and address of the initial Board of Directors of this Corporation are:

Murray E. Shepard, Esq.
409 S.E. 7th Street
Fort Lauderdale, FL 33301

ARTICLE VIII - CORPORATE ADDRESS

The initial address of the corporation shall be 409 S. E. 7th St., Ft. Lauderdale, FL 33301.

ARTICLE IX - INCORPORATOR

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

Murray E. Shepard, Esq.
409 S.E. 7th Street
Fort Lauderdale, FL 33301

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

Murray E. Shepard, Esq.

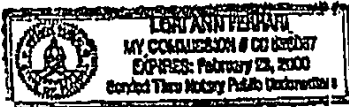
Incorporator

STATE OF FLORIDA :

COUNTY OF BROWARD :

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Murray E. Shepard, known to me to be the person who executed the foregoing Articles of Incorporation, and who produced Pass. knm as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 29 day of July, 1997.



Lori Ann Pearson
Notary Public
My Commission Expires:

State of Florida

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for LP SCHOONERS, INC., as designated in the Articles of Incorporation, Shepard, Laskar & Levine, P.A. agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: July 29, 1997.

David W. Laskar, Esq.

Vice President

STATE OF FLORIDA :

COUNTY OF BROWARD :

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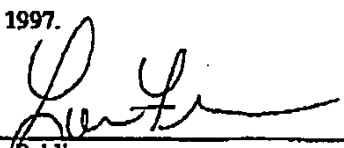
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared David W. Laskar, known to me to be the person who executed the foregoing

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BROWARD COUNTY, FLORIDA

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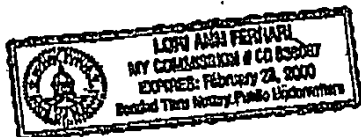
Articles of Incorporation, and who produced personally known as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 29 day of July, 1997.



Notary Public
My Commission Expires:

State of Florida



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