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IGNACIO O. PENDAS, C.P.A.  
311 Balsam Street  
Palm Beach Gardens, FL 33410  
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FILED  
97 SEP 16 PM 1:27  
TALLAHASSEE, FLORIDA

September 8, 1997

Department of State  
Division of Corporations  
The Capitol  
409 East Gaines Street  
Tallahassee, Florida 32304

Re: LBC OF PALM BEACH, Inc.

Dear Madam or Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$131.25 representing payment of the following:

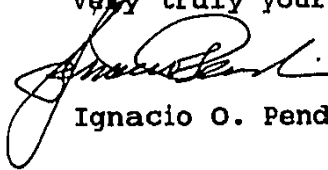
Filing fee	\$35.00
Certified copy fee	\$52.50
Registered agent fee	\$35.00
Certificate of status	\$ 8.75

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Please file the enclosed Articles of Incorporation and return a certified copy together with the Certificate of Status to Mr. Robert Cantor. In addition, please call Mr. Cantor collect at (561) 478-9310 to confirm that the Articles have been filed and to inform him of the charter number.

Thanking you for your prompt and courteous attention to my request, I am

Very truly yours,

  
Ignacio O. Pendas, C.P.A.

SEP 17 1997

Enclosures  
cc: Mr. Robert Cantor with Enclosures

ARTICLES OF INCORPORATION  
OF  
LBC OF PALM BEACH, INC.

We, the undersigned, for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporation for profits, do hereby certify, declare, subscribe, acknowledge, and file these Articles.

ARTICLE I

Name

The name of this corporation shall be LBC OF PALM BEACH, INC., and the business address shall be 2695 N. Military Trail, West Palm Beach, Florida 33409.

ARTICLE II

Purpose

The purpose of the corporation is to engage in any lawful act or activity for which the corporation may be organized under the general Corporation Law of Florida.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of FIVE HUNDRED shares of common stock of \$ 1.00 par value, fully paid and non-assessable.

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#### ARTICLE IV

##### Initial Registered Office

The initial Registered Office of this corporation shall be located at 2695 N. Military Trail, in the City of West Palm Beach, County of Palm Beach, State of Florida 33409; and the name of the initial Registered Agent of this corporation at said address shall be ROBERT CANTOR.

#### ARTICLE V

##### Initial Board of Director

The corporation shall initially have two (2) Directors. The number of Directors may be changed from time to time by the by-laws but shall never be less than one(1). The names and addresses of the initial directors are:

**ROBERT CANTOR**

2695 N. Military Trail  
West Palm Beach, FL 33409

**LINDA CANTOR**

2695 N. Military Trail  
West Palm Beach, FL 33409

## ARTICLE VI

### Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, a Secretary and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are

interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm, or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firms or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested.

#### ARTICLE VII

##### Subscribers

The name and address of the subscribers to these Articles of Incorporation, and the number of shares each agrees to take, is as follows:

ROBERT CANTOR  
2695 N. Military Trail  
West Palm Beach, FL 33409  
250 shares

LINDA CANTOR  
2695 N. Military Trail  
West Palm Beach, FL 33409  
250 shares

## ARTICLE VIII

### AMENDMENT

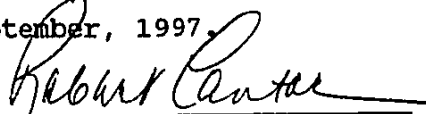
This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.


## ARTICLE IX

### Commencement

This corporation shall commence its existence upon the date of filing of these Articles of Incorporation pursuant to Florida Statutes 607.167, providing that corporate existence may begin up to five (5) days before the filling with the Secretary of State.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do hereby make and file these Articles, hereby declaring and certifying the facts herein stated are true, and do agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals this 9th day of September, 1997.

  
Robert Cantor

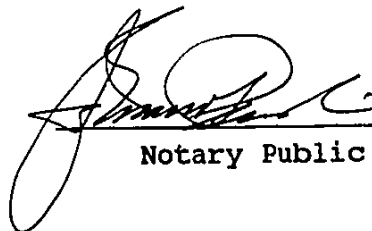
  
Linda Cantor

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 9th day of September, 1997, by ROBERT CANTOR and LINDA CANTOR, who are personally known to me.



IGNACIO O. PENDAS  
COMMISSION # CC 332514  
EXPIRES NOV 28, 1997  
Atlantic Bonding Co., Inc.  
800-732-2245

  
Notary Public

(Notary Seal)

My commission expires:

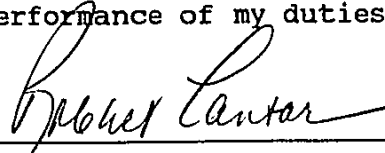
CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That LBC OF PALM BEACH, INC., desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation at 2695 N. Military Trail, in the city of West Palm Beach, County of Palm Beach, State of Florida, 33409, has named ROBERT CANTOR located at said address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

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



Robert Cantor

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