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LAW OFFICES

FERRO & LEHR, P.A.

1401 BRICKELL AVENUE • SUITE 1040

MIAMI, FLORIDA 33131

TELEPHONE (305) 377-1777

TELECOPIER (305) 377-0087

October 20, 1997

Division of Corporations
New Filings Department
P.O. Box 6327
Tallahassee, Florida 32314

400002328684--8
-10/24/97--01019--015
***122.50 ***122.50

RE: Filing Articles of Incorporation for LACET, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for LACET, INC.

Also enclosed is check number 2469 in the amount of \$122.50 representing payment of the \$70.00 filing fee and an additional \$52.50 for a certified copy of the Articles of Incorporation.

Please return the certified copy in the enclosed self addressed stamped envelope.

Your cooperation and courtesies in this matter are greatly appreciated.

Sincerely yours,

FERRO & LEHR, P.A.



Bruce H. Lehr, Esquire

FILED
97 OCT 24 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BHL/dlk

(Encls.)

mc 10/27/97

FILED

97 OCT 24 AM 11:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LACET, INC.**

**ARTICLE I - CORPORATE NAME
AND MAILING ADDRESS OF CORPORATION**

The name of this corporation is LACET, INC. The mailing address for the corporation is 1101 Brickell Avenue, Suite 1101, Miami, Florida 33131.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is ONE THOUSAND (1000) shares of common stock of one class only with a par value of TEN CENTS (\$.10) per share.

The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V - RESIDENT AGENT AND INITIAL RESIDENT OFFICE

The Resident Agent and the street address of the initial Resident Office of this corporation in the State of Florida shall be:

DAIN ANDERSON
1101 Brickell Avenue, Suite 1101
Miami, Florida 33131

The Officers of this corporation may from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have no Board of Directors, but shall be operated and managed by a majority vote of the shareholders of this corporation.

ARTICLE VII - INCORPORATORS

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are:

DAIN ANDERSON
1101 Brickell Avenue, Suite 1101
Miami, Florida 33131

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of this corporation are:

President/Vice President/Treasurer/Secretary:

DAIN ANDERSON
1101 Brickell Avenue, Suite 1101
Miami, Florida 33131

ARTICLE IX - SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, stockholder, agent or employee of this corporation terminates his or her employment with the said corporation, he or she shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him or her all amounts owing and lawfully due him or her by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer, or any former officer, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by at least a majority of the stock entitled

to vote, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - TRANSFER RESTRICTIONS

Before there can be a valid sale or transfer or any of the [common] shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of common shares in the following manner:

(1) Such offering shareholder shall deliver a notice in writing by mail or otherwise to the Secretary of the corporation stating the price, terms, and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to so sell or transfer such shares. Within thirty (30) days thereafter, the corporation shall have the right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase the shares at the expiration of the thirty (30) day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the other [common] shareholders of record a copy of the notice given by the shareholder to the Secretary. Such notice may be delivered to the shareholders personally, or may be mailed to them at their last known address as such address may appear on the books of the corporation. Within thirty (30) days after the mailing or delivering of the copies of the orders to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.

(2) If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

(3) If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

(4) If within said thirty (30) day period, the offer or offers to purchase aggregate less than

the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever, provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 20 day of October, A.D. 1997.



DAIN ANDERSON, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared, DAIN ANDERSON, who is personally known to me or who has produced Fla. Driver's License as identification and is to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 20 day of October, A.D. 1997.



Notary Public, Signature

Bruce H. Lehr

Notary Public, Printed Name

1401 Brinkell Ave

Address

Miami, Fla 33131

My Commission expires:



BRUCE H. LEHR
My Commission C0331569
Expires Nov. 13, 1997
Bonded by HAI
800-422-1855

SEAL

**ACCEPTANCE OF APPOINTMENT AND
AGREEMENT TO ACT AS RESIDENT AGENT FOR
LACET, INC.**

I, DAIN ANDERSON, have been nominated to act in the capacity of RESIDENT AGENT, to the above named Florida Corporation, and to accept service of process and other legal process on behalf of the said corporation, and do agree to serve in that capacity until further notice is served upon the Secretary of State.

My address for which service can be effected is:

1101 Brickell Avenue, Suite 1101
Miami, Florida 33131

ACCEPTED this 20 day of October, A.D. 1997.


DAIN ANDERSON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA