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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

RE: LENOX GLOBAL INVESTMENT & CONSULTING, INC.

TO WHOM IT MAY CONCERN:

Enclosed please find the Articles of Incorporation for the above referenced. Also enclosed is a check in the amount of \$70.00 to cover the costs of filing. If the name has already been taken, please advise at your earliest opportunity.

I have enclosed a self-addressed stamped envelope for your convenience in mailing back my copy of the recorded Articles of Incorporation.

Sincerely,

*Angela L Cook*

Angela L. Cook, Secretary to  
WILLIAM C. PRICE, III, P.A.

Enclosures

FILED  
97 NOV 24 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Angela L Cook  
11/26/97*

**ARTICLES OF INCORPORATION**

**OF**

**LENOX GLOBAL INVESTMENT & CONSULTING, INC.**

FILED  
97 NOV 24 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscribers to these Articles of Incorporation, all being natural persons competent to contract, hereby form a Corporation under the laws of the State of Florida.

**ARTICLES I. NAME**

THE NAME of this Corporation shall be: LENOX GLOBAL INVESTMENT & CONSULTING, INC.

THE PRINCIPAL place of business of this Corporation shall be 6516 Mauna Loa Boulevard, Sarasota, Florida 34241.

**ARTICLE II. DURATION**

THE EXISTENCE of this Corporation shall be in perpetuity.

**ARTICLE III. PURPOSE**

THE CORPORATION is organized for the purpose of the engaging in the business of seeking investment in commercial projects, consulting, and all other forms of lawful business in the United States.

THIS CORPORATION shall also do any lawful business in the State of Florida and in the United States of America and in any

foreign country and expand the business into as many diversified fields of endeavor for profit, which shall be lawful under the Statutes of the State of Florida now or as the said Statutes shall be amended. This corporation shall be governed in its operations, under the laws of the State of Florida.

#### **ARTICLE IV. CAPITAL STOCK**

**THIS CORPORATION** is authorized to issue 1000 shares of \$ .01 par value common stock, which shall be designated "common shares".

#### **ARTICLE V. POWERS**

**THIS CORPORATION** shall have the following powers:

1. All powers given to the Corporation under Florida Statute 607 in its present form or as it may be hereinafter amended, to exercise all powers that are presently conferred by law upon the Corporation, to do any and all things to the same extent as a natural person might or could do, and to enjoy all powers necessary and proper to effectuate the purposes of this Corporation.

2. To sue and be sued, complain and defend in its corporate name, and in all actions or proceedings.

3. To have or use a Corporate Seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.

4. To purchase, take, receive, lease or otherwise acquire,

own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein wherever situated, tangible or intangible.

5. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

6. To lend money to, guarantee any obligations of, or otherwise assist any officer or other employee of the Corporation or of a subsidiary, including any officer or employee who is a director of the Corporation or of a subsidiary whenever, in the judgment of the directors, such loan, guaranty or assistance may reasonably be expected to benefit the Corporation. Any loan so authorized may be with or without interest, secured or unsecured, without limitations, including a pledge of shares of stock of the Corporation as further restricted herein. This power is in addition to any other powers given at a common law or under any Statutes of the State of Florida.

7. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof as further restricted herein.

8. To make contracts and guarantee and incur liabilities,

borrow money at such rates or interest as the Corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income, subject any other restrictions herein.

9. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property or security for the payment of funds so loaned or invested.

10. To conduct its business, carry on its operations and have offices and exercise the power granted by this act within or without the State of Florida.

11. To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

12. To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the Laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.

13. To make donations for the public welfare or for charitable, scientific or educational purposes.

14. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

15. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

16. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

17. To have and exercise all powers necessary or convenient to effect its purposes.

### **ARTICLE VI. STOCKHOLDER RIGHTS**

**EACH HOLDER** of common stock that has been properly issued and is then currently outstanding shall have the right to participate ratably in the earnings by way of dividends, when, as and if declared by the directors, usually in the exercise of their discretion, out of legally available funds. Moreover, each share has the right to participate in the net assets (after satisfying liabilities to creditors) upon liquidation and the right to participate ratably in the control of the Corporation by one vote (non-cumulative) per share. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

### **ARTICLE VII. PREEMPTIVE RIGHTS**

**EVERY SHAREHOLDER**, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which (s)he already holds, shall have the right to purchase a pro rata share of any new issue. Such preemptive rights must be exercised

in writing within thirty (30) days after written notice of the existence of said new issue is sent to the shareholders.

## **ARTICLE VIII. LIMITATIONS ON RIGHT OF SALE ON SHARES**

The shareholders shall not encumber or dispose of any shares of their present or future shares in the corporation except under the following terms:

1. (A) The party wishing to dispose or encumber his or her shares shall first obtain the written consent of all other shareholders.

(B) If no written consent is given, the proposed transferor shall give 30 days written notice by certified mail, return receipt requested of his/her intention to make such disposition. The other shareholder(s) shall then have the option within the 30 day period to purchase all of the shares. The option shall be in writing and shall be mailed by certified mail, return receipt requested, to the proposed transferor. The purchase price shall be the book value of the shares as of the date of the first notice, as determined by the Corporation's regular certified public accountant, according to generally accepted accounting practices. The accountant's determination shall be binding upon the parties. The purchase price shall be payable as follows: one half in cash when the shares are transferred, and one half by a promissory note payable in one year bearing interest at the rate of 5% per annum simple interest. If the shareholder(s) do not agree to purchase any or all of the shares offered for sale, all the restrictions imposed by

this paragraph shall be suspended for a period of six months, during which time the transfer may dispose of his/her shares. Any such shares as have not been disposed of within the six month period shall thereafter be subject to all restrictions of this paragraph. It is intended that the restrictions to the shares contained in this paragraph shall be in addition to all other restrictions required by election of this corporation as a Sub-Chapter S Corporation, and any conflict between these restrictions and those required of a Sub-Chapter S Corporation shall be interpreted so as to not disable the Corporation from its entitlement to Sub-Chapter S status.

2. Upon the death of any shareholder, the survivor(s) shall have the option to purchase all the shares owned by the decedent by serving written notice upon his or her administrator within 90 days of the qualification of such administrator. The purchase price and terms shall be the same as set forth in Article VIII, paragraph 1 above.

3. The provision restricting the sale of shares contained in these Articles of Incorporation shall terminate upon any of the following events occurring:

a. the corporation files bankruptcy or is appointed a receiver by a Court of competent jurisdiction for the management of its affairs;

b. the corporation is dissolved; or

c. any shareholder fails to exercise the option to purchase the shares of a deceased shareholder.



**ARTICLE IX. REGISTERED AGENT AND OFFICE**

THE STREET address of the initial registered office of the Corporation is 6516 Mauna Loa Boulevard, Sarasota, Florida 34241 and the name of the initial registered agent of this Corporation is LUCIA MANNA.

**ARTICLE X. INITIAL BOARD OF DIRECTORS**

THIS CORPORATION shall have two (2) Director initially. The maximum number of directors of this Corporation shall be five (5) and the number of Directors may either increase or decrease from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

LUCIA MANNA  
6516 MAUNA LOA BOULEVARD  
SARASOTA, FLORIDA 34241

PETER MANNA  
6516 MAUNA LOA BOULEVARD  
SARASOTA, FLORIDA 34241

**ARTICLE XI. INCORPORATORS**

THE NAME AND addresses of the persons signing these Articles of Incorporation are:

LUCIA MANNA  
6516 MAUNA LOA BOULEVARD  
SARASOTA, FLORIDA 34241

PETER MANNA  
6516 MAUNA LOA BOULEVARD  
SARASOTA, FLORIDA 34241

## **ARTICLE XII. SPECIAL MEETINGS**

**SPECIAL MEETINGS** of shareholders may be called by the directors and the holder of not less than one-third (1/3) of the shares entitled to vote and other persons or groups may be entitled to call a special meeting of the shareholders as may be authorized in the By-Laws.

## **ARTICLES RESTRICTED**

**THIS CORPORATION** shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this Corporation shall not have the power to issue and create stock rights and stock options except as approved by the majority of stockholders of the outstanding and issued stock at any regular or specially called stockholders meetings.

## **ARTICLE XIII. INTERESTED PARTY PARTICIPATION AND INDEMNIFICATION**

**THE CORPORATION** shall indemnify any officer or directors or any former officer or director, to the full extent permitted by law. Any transaction between the Corporation and another shall not be affected because one or more of the stockholders or directors has a personal interest in the transaction or in connection with

such other person.

#### **ARTICLE XIV. AMENDMENT OF ARTICLES**

THE ARTICLE of Incorporation shall be amended from time to time by a majority vote of shareholders at the annual stockholders meeting or at any special stockholders meeting. The notice for annual or special stockholders meeting is required only to state that the Articles of Incorporation are to be amended at the noticed meeting. The Articles of Incorporation may be amended without notice when a majority of stockholders are present in person at any annual or special stockholders meeting. If the majority of stockholders do not appear in person, but are represented by proxy, the minimum notice stating that the Articles of Incorporation are to be amended shall be issued prior to the proposed amendments to the Articles of Incorporation.

#### **ARTICLE XV. AMENDMENT OF BY-LAWS**

THE BY-LAWS of this Corporation shall be amended from time to time by the directors of the Corporation by majority vote at any specially called or annual directors meeting or shall be amended at any annual or special stockholders meeting. Specific notice at any directors or stockholders meeting in which an amendment to the By-Laws is to be made shall not be required to be given as to any proposed amendment thereof.

**INCORPORATOR:**

Lucia Manna  
LUCIA MANNA

Peter Manna  
PETER MANNA

**STATE OF FLORIDA:  
COUNTY OF MANATEE:**


17th THE FOREGOING instrument was acknowledged before me on this day of November, 1997, by **LUCIA MANNA**.

 ANNE M. GOLDEN  
COMMISSION # CC 676584  
EXPIRES SEP 1, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Anne M. Golden  
**NOTARY PUBLIC**  
My Commission Expires: 9-1-01

**STATE OF FLORIDA:  
COUNTY OF MANATEE:**

17th THE FOREGOING instrument was acknowledged before me on this day of November, 1997, by **PETER MANNA**.

 MARY HOCK  
MY COMMISSION # CC 851343  
EXPIRES: September 24, 2001  
Bonded Thru Notary Public Underwriters

Mary Hock  
**NOTARY PUBLIC**  
My Commission Expires:

**DESIGNATION OF REGISTERED AGENT**

PURSUANT to Chapter 607.164, Florida Statutes, the following is submitted in compliance with said act: That **LENOX GLOBAL INVESTMENT & CONSULTING, INC.**, desiring to organize under the laws

of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the County of Manatee, State of Florida, has named LUCIA MANNA of 6516 Mauna Loa Boulevard, Sarasota, Florida 34241, as its agent to accept service of process within the State.

### **ACKNOWLEDGMENT**

LUCIA MANNA has named to accept service of process for the above stated Corporation, at the time and place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act, relative to keeping open said office.

**REGISTERED AGENT:**

*Lucia Manna*  
LUCIA MANNA

FILED  
97 NOV 24 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA