

P98000026645

JANUARY 28, 1998

SECRETARY OF STATE
DIVISION OF INCORPORATION
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

100002453601-2
-03/11/98--01043--003
****122.50 ****122.50

LERGU, INC.
945 SOUTHWEST 76TH AVENUE
MIAMI, FLORIDA 33144

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF ARTICLES OF INCORPORATION TOGETHER WITH MY CHECK IN THE AMOUNT OF \$122.50.


THIS REPRESENTS THE COST OF THE FILING FEES, CERTIFIED COPY OF ARTICLES OF INCORPORATION AND FEE FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED CORPORATION.

VERY TRULY YOURS,


LUIS E. RIVERO

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 23 AM 11:29

bt
3/23


3/11/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 11, 1998

LUIS E. RIVERO
945 SOUTHWEST 76TH AVENUE
MIAMI, FL 33144

SUBJECT: LERGU, INC.
Ref. Number: W98000005458

We have received your document for LERGU, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

PLEASE SEND THE FIRST PAGE OF THE ARTICLES.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 298A00013306

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 23 AM 11:29

ARTICLE I

THE NAME OF THIS CORPORATION IS AS ABOVE AND THE PRINCIPLE OFFICE AND MAILING ADDRESS IS; 945 S.W. 76TH AVE., MIAMI, FLORIDA 33144

ARTICLE II

THIS CORPORATION SHALL HAVE PERPETUAL EXISTANCE UNLESS SOONER DISSOLVED BY LAW.

ARTICLE III

THIS CORPORATION IS ORGANIZED FOR THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS AS MAY BE PERMITTED BY LAW.

ARTICLE IV

THIS CORPORATION IS AUTHORIZED TO ISSUE 500 SHARES OF NO PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED AS COMMON SHARES.

ARTICLE V

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRORATA SHARES (S) THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IS OFFERED TO OTHERS.

ARTICLE VI

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS, 945 SOUTHWEST 76TH AVE., MIAMI, FLORIDA 33144 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THE ADDRESS IS: LUIS E. RIVERO.

ARTICLE VII

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY, THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BYLAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME AND ADDRESS OF THE INITIAL BOARD OF DIRECTOR AND OFFICER OF THIS CORPORATION IS;

LUIS E. RIVERO
945 SOUTHWEST 76TH AVENUE
MIAMI, FLORIDA 33144

PRESIDENT

LUIS E. RIVERO
945 SOUTHWEST 76TH AVENUE
MIAMI, FLORIDA 33144

VICE-PRESIDENT

LUIS E. RIVERO
945 SOUTHWEST 76TH AVENUE
MIAMI, FLORIDA 33144

SECRETARY/TREASURER

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR SIGNING THESE ARTICLES OF INCORPORATION IS;

LUIS E. RIVERO
945 SOUTHWEST 76TH AVENUE
MIAMI, FLORIDA 33144

ARTICLE IX

THE POWER TO ADOPT, OR REPEAL BY LAWS SHALL BE VESTED IN THE POWER OF THE BOARD OF DIRECTORS AND THE SHAREHOLDERS

ARTICLE X

THE APPROVAL OF THE SHAREHOLDERS OF THIS CORPORATION TO ANY PLAN OF MERGER SHALL BE REQUIRED IN EVERY CASE, WHETHER SUCH APPROVAL OF REQUIRED BY LAW.

ARTICLE XI

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE XII

MEMBERS OF THE BOARD OF DIRECTORS MAY PARTICIPATE IN SPECIAL MEETINGS OF THE BOARD OF DIRECTORS BY MEANS OF CONFERENCE TELEPHONE AS PROVIDED BY LAW, BUT REGULAR MEETINGS OF THE BOARD OF DIRECTORS MUST BY ATTENDED IN FACT BY EACH DIRECTOR IN PERSON.

ARTICLE XIII

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTORS OR ANY FORMER OFFICERS OR DIRECTORS, TO THE FULLEST EXTENT PERMITTED BY LAW.

ARTICLE XIV

THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE EXCLUSIVE AUTHORITY TO FIX THE COMPENSATION OF DIRECTORS OF THIS CORPORATION.

ARTICLE XV

THIS CORPORATION HOLDS THE RIGHT TO AMEND OR APPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDED HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE
EXECUTED THESE ARTICLES OF INCORPORATION, THIS 28TH DAY OF JANUARY,
1998 AT MIAMI, COUNTY OF DADE, STATE OF FLORIDA

[Handwritten signature]

[Handwritten signature]

[Handwritten signature]

[Handwritten signature: Warren Hart]

NOTARY PUBLIC STATE OF FLORIDA



WARREN HART
My Commission CC421748
Expires Nov. 20, 1998
Bonded by NFNU
800-224-8368

STATE OF FLORIDA)

SS

COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENT IN THE
STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,

[Signature]

[Signature]

[Signature]

KNOWN TO ME AND KNOWN TO BE THE PERSON (S) WHO EXECUTED THE
FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGE BEFORE ME
THAT THEY EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE
STATE AND COUNTY AFORESAID, THIS 28th OF JANUARY 1998.

[Signature]
NOTARY PUBLIC STATE OF FLORIDA



WARREN HART
My Commission CC421748
Expires Nov. 20, 1998
Bonded by NFNU
800-224-8368

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE AFOREMENTIONED ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THE CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



LUIS E. RIVERO

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 23 AM 11:29