

ROBERT A. FREEMAN, P.A.

ATTORNEY AT LAW

SUITE 1425

2601 SOUTH BAYSHORE DRIVE

MIAMI, FLORIDA 33133

TELEPHONE (305) 858-3242

ROBERT A. FREEMAN

TELEFAX (305) 854-6923

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April 30, 1998

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***172.50 ***172.50

Secretary of State
Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, FL 32314

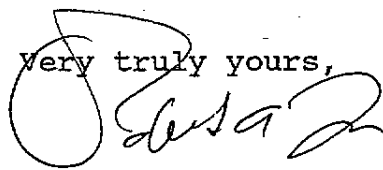
Re: Domestication of Luckenbach, Inc.

Dear New Filings Section:

Enclosed with this letter is a Certificate of Domestication and Articles of Incorporation for the above referenced corporation, together with a conformed copy of each, to be filed with the Division to effectuation the domestication of the corporation. Also enclosed is our firm's check in the amount of \$385.00 as a filing fee for the above referenced documents.

Please send us written confirmation when the enclosed have been filed. We thank you for your attention to this matter.

Very truly yours,



ROBERT A. FREEMAN

encl.

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W98-10472
Dmc
5/8/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 8, 1998

~~ROBERT A. FREEMAN, P.A.
2601 SOUTH BAYSHORE DRIVE
SUITE 1425
MIAMI, FL 33133~~

SUBJECT: LUCKENBACH, INC.
Ref. Number: W98000010472

Return to:

Capital Connection

We have received your document for LUCKENBACH, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$172.50.

The filing fees are: Certificate of Domestication is \$50.00. Articles of Incorporation and Certified Copy is \$122.50.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 898A00025536

CAPITAL CONNECTION, INC.
P. O. Box 10349, Tallahassee, FL 32302

RECEIVED
90 MAY 20 AM 10:23
DIVISION OF CORPORATIONS

Corrected

CERTIFICATE OF DOMESTICATION

OF

LUCKENBACH, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY 20 PM 3:04

The undersigned, Robert A. Freeman, as Attorney in fact for Robert McLean Bease, Managing Director of LUCKENBACH LIMITED, a non U.S. Corporation, in accordance with Florida Statutes, Section 607.1801, does hereby certify:

1. The date on which the corporation was first formed was January 21, 1980.

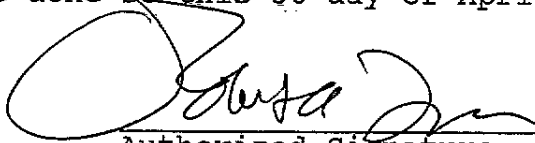
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Grand Cayman, Cayman Islands.

3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Luckenbach Limited.

4. The name of the corporation as set forth in its articles of incorporation to be filed pursuant to §607.0401 and §607.0202 with this certificate is Luckenbach, Inc.

5. The jurisdiction that constituted the seat, seige, social or principal place of business or central administration of the corporation, or any equivalent thereto under applicable law, immediately prior to the filing of the Certificate of Domestication was Grand Cayman, Cayman Islands.

I am Attorney in Fact for Luckenbach Limited, and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 30 day of April, 1998.


Authorized Signature

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

OF

98 MAY 20 PM 3:04

LUCKENBACH, INC.

I, the undersigned, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be:

LUCKENBACH, INC.

ARTICLE II

This corporation shall have the authority to engage in any activity or business permitted under the laws of the United States and of the State of Florida and any other jurisdiction wherein it may conduct business.

ARTICLE III

This corporation is authorized to issue par value voting common stock as described below, and none other:

Maximum Number of Shares:	50,000
Par Value Per Share:	\$.01

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, or any combination of the foregoing or such other consideration allowable by law.

Each share of common stock of this corporation shall entitle the holder thereof to one vote upon each proposal presented at lawful meetings of the stockholders. No holder of common stock of this corporation shall be entitled to any right of cumulative voting.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred and No/100 Dollars (\$500.00).

ARTICLE V INITIAL ADDRESS

The initial street address of the principal office of this corporation in the State of Florida shall be:

2601 S. Bayshore Drive
Suite 1250
Miami, Florida 33133

The resident agent shall be:

ROBERT A. FREEMAN, P.A.
Suite 1250
2601 S. Bayshore Drive
Miami, Florida 33133

The Board of Directors may, from time to time, move the principal or registered office to any other address to which it seems pertinent in the interest of the corporation, either within or without the State of Florida.

ARTICLE VI DIRECTORS

This corporation shall have one (1) director initially. The stockholders may, from time to time and at any time, raise or lower the number of directors of this corporation by so providing in the Bylaws of the corporation or by amending the Bylaws of the corporation, provided that there shall always be at least one director and said director need not be a citizen of the United States of America.

ARTICLE VII INITIAL DIRECTORS

The name and street address of the first director shall be as follows:

Robert A. Freeman
c/o Suite 1250
2601 S. Bayshore Drive
Miami, Florida 33133

The director and officers shall hold office until the first annual meeting of the shareholders or until their successors shall be duly elected or appointed and qualified.

ARTICLE VIII SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Robert A. Freeman
Suite 1250
2601 S. Bayshore Drive
Miami, Florida 33133

ARTICLE IX PREEMPTIVE RIGHTS

No holder of stock of any class of this corporation (or any subscriber) shall be entitled as of right, merely because he is a shareholder, to purchase any part of the unissued stock of the corporation of any class, or of any additional stock of any class to be issued by reason of any increase in the authorized capital stock of the corporation, or of bonds, certificates of indebtedness, debentures or other securities convertible into or carrying the right to purchase stock of the corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into or carrying the right to purchase stock may be issued and disposed of by the Board of Directors to such person, firms, corporation or associations, and upon such terms as the Board of Directors may, in its absolute discretion, determine, without offering to the stockholders then of record, of any class, any thereof, on the same terms or on any terms, with all preemptive or preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE X

A. The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the stockholders or the directors. The stockholders may amend, alter or repeal any Bylaw adopted by the directors or the stockholders, and the directors may not adopt any Bylaws that would be in conflict with the Bylaws adopted by the stockholders.

B. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objections at such meeting to any defect or insufficiency of notice. Members of the Board of Directors shall be deemed present


at a meeting of such Board of Directors if a conference telephone or similar communication equipment is used by means of which all persons participating in the meeting can hear each other.

C. Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of this duty as such officer or director.

D. A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer, or any firm of which any director or officer is a member, or any corporation of which any director or officer is a stockholder, officer or director is in any way interested in such transaction or contract, provided that disclosure of such direct or indirect interest is made to the Board of Directors, and such transaction or contract is or shall be authorized, ratified or approved either (a) by a vote of the majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested, or member of a firm so interested, or stockholder, officer or director of a corporation so interested; or (b) by the written consent, or by vote of any stockholders' meeting of the holders of record, of a majority of all outstanding shares of stock in the corporation entitled to vote; nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that he, or any firm of which he is a member, or any corporation of which he is a stockholder, officer or director was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

I, THE UNDERSIGNED, being the Subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, do

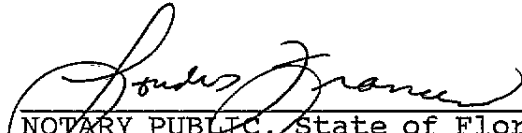
make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly, hereunto set my hand and seal this 30th day of April, 1998.


ROBERT A. FREEMAN

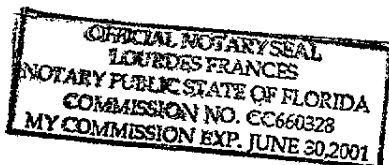
STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

I, the undersigned Notary Public, in and for the State of Florida, do hereby certify that on this day personally appeared before me ROBERT A. FREEMAN, to me personally known and known to be the person who executed the foregoing Articles of Incorporation of LUCKENBACH, INC. and acknowledged that he executed the same for the uses and purposes therein stated; and an oath of said person was not taken as to the foregoing.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 30th day of April, 1998.


NOTARY PUBLIC, State of Florida
at Large

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST, LUCKENBACH, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named ROBERT A. FREEMAN, P.A., located at Suite 1250, 2601 South Bayshore Drive, Miami, Florida 33133, as its agent to accept service of process within Florida.

LUCKENBACH, INC.

By: 

Date: April 30, 1998

I, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, 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 A. FREEMAN, P.A.

By: 

Title: President

Date: April 30, 1998

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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