

7/21/98

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CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: LARRY STEPHENS, INC.

AUDIT NUMBER.....H98000013466

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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PAGES..... 4

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

July 21, 1998

EMPIRE

SUBJECT: LARRY STEPHENS, INC.  
REF: W98000016529

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article IX states there will be ONE director(s), whereas NONE is/are listed.

If you have any further questions concerning your document, please call (850) 487-6928.

Michelle Milligan  
Document Specialist

FAX Aud. #: E98000013466  
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ARTICLES OF INCORPORATION  
OF  
LARRY STEPHENS, INC.

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TALLAHASSEE, FLORIDA

I, the undersigned, for the purpose of becoming a Corporation under the Laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, file these Articles of Incorporation.

ARTICLE I

The name of the Corporation is LARRY STEPHENS, INC.

ARTICLE II

The nature of the corporation's business to be transacted is:

To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State of Florida, and to so engage in and carry on said business or businesses in Florida, or in any other State in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in this State or throughout the United States and elsewhere.

ARTICLE III

The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE IV

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

This Document was prepared by:  
STEVEN L. LUBELL, P.A.  
Florida Bar Number 2437  
1380 NE Miami Gardens Dr., Ste. 246  
North Miami Beach, Florida 33179  
(305) 944-8870

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ARTICLE V

The maximum number of shares of stock of this Corporation is authorized to have outstanding at any time shall be 500 shares of One (\$1.00) Dollar par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this Corporation that the stock issued shall qualify as "Section 1244 stock," as such term is defined in the Internal Revenue Code and the Regulations issued thereunder.

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The street address of the initial registered office of this Corporation in the State of Florida shall be 1380 NE Miami Gardens Drive, Suite 246, North Miami Beach, Florida 33179, and the name of the initial registered agent of this Corporation at that address is Steven L. Lubell

The street address of the initial place of business of this Corporation in the State of Florida shall be 1380 NE Miami Gardens Drive, Suite 246, North Miami Beach, Florida 33179.

The Corporation may have such other places of business, both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

ARTICLE VIII

This Corporation shall exist perpetually beginning July 20, 1998

ARTICLE IX

This Corporation shall have one director initially. The name of the director is Steven L. Lubell. The number of directors may be increased or diminished from time to time, By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE X

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

Steven L. Lubell  
1380 NE Miami Gardens Corporation  
North Miami Beach, Florida 33179

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ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned, being the subscribing incorporator, have hereunto set my hand and seal for the purpose of forming this Corporation under the Laws of the State of Florida, this 20 day of July, 1998

Steven L. Lubell  
Steven L. Lubell

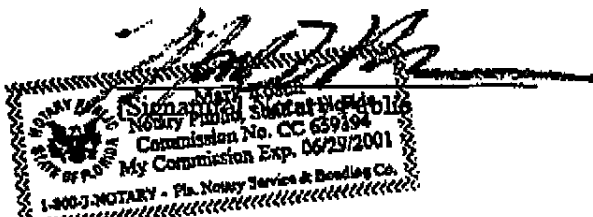
STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF DADE       )

BEFORE ME, the undersigned authority, personally appeared, Steven L. Lubell, ~~having produced the following form of identification:~~ personally known to me to be the person described as subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the County and State named above, this 20 day of July, 1998.

MARK ROSEN

[Print Name]  
State of Florida  
My commission expires:



Having been named Registered Agent for the above stated corporation, at the place designated in these Articles, 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 as such.

Steven L. Lubell  
STEVEN L. LUBELL, ESQ.

This Document was prepared by:  
STEVEN L. LUBELL, P.A.  
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