

TRANSMITTAL LETTER

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

P9 800093138

SUBJECT: _____

(Proposed corporate name - must include suffix)

300002677923--8

-11/02/98--01085--009

****131.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -2 AM 11:40

FROM: _____

L & G Adventures, Inc.
6850 SW 1st Street
Miami, Florida 33144

City, State & Zip

Daytime Telephone number

F. CHESSEN NOV 3 1998

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
L & G ADVENTURES, INC.**

THE UNDERSIGNED, has executed the following document as incorporator for the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name and address of the corporation shall be:

L & G Adventures, Inc.
6850 S.W. 1st Street
Miami, Florida 33144

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ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principle place of business and mail address of this corporation shall be:

6850 S.W. 1st Street
Miami, Florida 33144

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

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

To have 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:

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;

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;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

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;

To make contracts and guarantees and incur liabilities, borrow money at such rates of 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, franchises, and income;

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

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To pay pensions and establish pension plans, profit sharing plans, stock option plans, and other incentive plans for any and all of its directors, officers and employees;

To be a promotor, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or any other enterprise;

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

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only (1) class of stock of this corporation.

ARTICLE VI

The name and address of the initial registered agent of this corporation shall be:

Andres C. Vallina
6850 S.W. 1st Street
Miami, Florida 33144

ARTICLE VII

The initial Board of Directors shall consist of a total of 1 person and the name of that person who is to serve as initial director is:

Andres C. Vallina
6850 S.W. 1st Street
Miami, Florida 33144

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Andres C. Vallina
6850 S.W. 1st Street
Miami, Florida 33144

The undersigned has executed these Articles of Incorporation this 26th day of October, 1998.

A handwritten signature in black ink, appearing to read 'A. Vallina', is written over a horizontal line.

Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is: L & G Adventures, Inc.
2. The name and address of the registered agent and office is:

Andres C. Vallina
6850 S.W. 1st Street
Miami, Florida 33144

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


SIGNATURE

10/27/98
DATE