

P98000105942

Requester's Name
DAVIS
2930 N.W. 24 Ave
FT. LAUD., FL 33311-1400

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

900002703559--2

-12/04/98--01087--006

*****70.00 *****70.00

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED
98 DEC 22 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

F. CHESSE

DEC 22 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 8, 1998

STEVEN DAVIS
2930 NW 24 AVE
FT LAUDERDALE, FL 33311

SUBJECT: L.C.R. GLOBAL TECHNOLOGIES, INC.
Ref. Number: W98000027454

FILED
98 DEC 22 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓ We have received your document for L.C.R. GLOBAL TECHNOLOGIES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

[We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.]

✓ The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

[You must list the corporation's principal office and/or a mailing address in the document.]

✓ The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 998A00057990

ARTICLES OF INCORPORATION
OF
L.C.R. GLOBAL TECHNOLOGIES, INC.

FILED
98 DEC 22 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is L.C.R. GLOBAL TECHNOLOGIES, INC.

ARTICLE II

The objectives and purposes for which the corporation is organized are for any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act, now or hereafter in effect, and to do any of such things as fully and to the same extent as natural persons might or could do.

ARTICLE III

The duration of existence of the corporation is perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is:

- A. 600,000 shares of common stock, no par value.
- B. 50,000 shares of preferred stock, no par value.

The board of directors of the corporation shall have the authority to divide the preferred stock into as many series as it shall from time to time determine. The board of directors shall determine the number of shares comprising each series of preferred stock, which number may, unless otherwise provided by the board of directors in creating such series, be increased from time to time by action of the board of directors. Each series of preferred stock shall be so designated as to distinguish such series from the shares of each

other series. All series of preferred stock shall be of equal rank and have the same powers, preferences and rights, and shall be subject to the same qualifications, limitations and restrictions, without distinction between the shares of different series thereof; provided, however, that there may be variations among different series of preferred stock as to dividend rates, prices, terms, conditions of redemption, if any, liquidation rights, and terms and conditions of conversion, if any, which variations may be fixed and determined by the board of directors in their discretion.

ARTICLE V

As long as there is more than one class of stock issued and outstanding, the following voting rights shall attach to the shares of the respective classes:

1. Except as otherwise provided herein and as long as there are shares of preferred stock outstanding, each holder of preferred stock shall have one vote for each share held of record on all matters submitted for shareholder approval. As long as there are shares of preferred stock issued and outstanding, the number of directors elected to the board of directors by the holders of preferred stock, voting as a class, shall be 1 (one).

At each election for directors, the holders of preferred shares shall be entitled to cast votes using the cumulative method of voting for directors.

2. Each holder of common stock shall have one vote for each share held of record on all matters submitted for shareholder approval. The number of directors elected to the board of directors by the holders of common stock, voting as a class, shall be 3 (three).

At each election for directors, the holders of common shares shall be entitled to cast votes using the cumulative method of voting for directors.

3. Except as otherwise provided herein, at any time that there are shares of preferred stock outstanding, consent or affirmative vote of a majority of the outstanding shares of preferred and

common stock, each class voting as a class, shall be required to amend the articles of incorporation to:

(A) change the terms and provisions governing the preferred class of stock;

(B) merge the preferred stock and the common stock into a single class of stock;

(C) create a new class of stock which has greater rights on liquidation than the preferred stock; or

(D) increase the authorized number of shares of the preferred class of stock.

4. Except as otherwise provided herein, the consent or affirmative vote of a majority of only the outstanding shares of common stock shall be required to amend the articles of incorporation to:

(A) change the terms and provisions governing any class of stock other than the preferred stock;

(B) create a new class of stock which has lesser rights on liquidation than the preferred stock or, if there are no shares of preferred stock then outstanding, create any new class of stock;

(C) increase the authorized number of shares of any class of stock of the corporation except the class of preferred stock.

5. A director may be removed only by a majority vote of the class entitled to elect that director.

6. Except as otherwise specified herein, the holders of preferred stock and the holders of common stock shall be treated as a single class, with the holders of each class entitled to a single vote per share, be it common or preferred. On matters submitted for shareholder approval, a simple majority is required in all other matters not specifically set forth in these articles or by law.

ARTICLE VI

The corporation elects to have preemptive rights.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

To the fullest extent permitted by law, a director of the corporation shall have no personal liability to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act, or amendment of these articles of incorporation, that further limits the acts or omissions for which elimination of liability is permitted, shall adversely affect any right or protection of a director for any act or omission occurring prior to such amendment. If the Florida Business Corporation Act is amended to further limit or eliminate liability of a director, then a director of the corporation shall not be liable for any such act or omission to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

ARTICLE IX

The Florida Control Share Act shall not be applicable to this corporation.

ARTICLE X

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE XI

Holders of preferred and common stock are entitled to receive dividends when, as, and if declared by the board of directors out of funds legally available therefore. Holders of preferred stock shall have a right to receive \$.25 in dividends per share per year beginning on December 31, 2000, before any dividends may be paid to the holders of common stock. This right shall cumulate on December 31st of each year beginning in 2000. After payment of such cumulative dividends in any year, the holders of preferred stock shall not be entitled to further dividends until and unless the holders of common stock shall have received cumulative dividends through such date of at least \$.50 per share. Once the holders of common stock shall have received such cumulative dividends, calculated in the same method as is the preferred stock dividends, all further dividends declared in such calendar year shall be declared on a pro rata basis with shares of common stock and preferred stock treated as a single class.

ARTICLE XII

In the case of any liquidation, the holders of preferred stock, if any, shall have a preference. If, after payment of all costs and expenses of liquidation and obligations to creditors, there are assets remaining, the holders of the preferred stock, if any, shall be entitled to first receive \$.50 per share of preferred stock held plus any accrued but unpaid dividends attributable to such shares.

Thereafter, the holders of preferred stock shall not be entitled to any distribution upon the dissolution, liquidation or winding up of the affairs of the corporation.

ARTICLE XIII

All of the preferred stock shall be automatically converted into common stock, at the rate of one share of common stock for each share of preferred stock converted (i) in the event that the holders of at least two-thirds of the outstanding preferred stock consent to such conversion; (ii) in the event that a sufficient number of shares of the preferred stock are redeemed by the corporation leaving less than 25,000 remaining outstanding; (iii) upon the closing of a firmly underwritten public offering of shares of common stock of the corporation at a per share price not less than \$5.00 per share and for a total offering of not less than \$7.5 million (after deduction of underwriters commissions and expenses).

Upon a conversion, any right to cumulated but undeclared dividends applicable to such preferred stock shall immediately cease to exist.

ARTICLE XIV

At any time, the corporation may require the redemption of all or part of the then outstanding preferred stock held by such shareholder. The redemption price shall be \$.75 per share plus any accrued but unpaid dividends associated with such share. The purchase price for such share shall be payable by the corporation, at its principal business office, no later than 30 days after the corporation sends notice of such redemption to the shareholder at the address of the shareholder contained in the corporation's records and after the corporation receives the return of the certificate or certificates representing such shares or such proof of the loss or destruction of such shares as the corporation deems acceptable in its discretion. Upon the earlier of the delivery of such redemption notice to the shareholder, or upon deposit of such redemption notice in the United States mails, first class postage prepaid, addressed to the record holder of such shares on the records of the corporation, such shares shall immediately cease to exist and the holder thereof shall immediately cease to possess any of the rights thereto set forth in the corporation's articles of

ARTICLE XV

The principle office of L.C.R. Global Technologies, Inc. will be located at:

2930 N.W. 24th Avenue
Ft. Lauderdale, FL 33311
(954) - 731-0401

The principle mailing address of L.C.R. Global Technologies, Inc. will be:

2930 N.W. 24th Avenue
Ft. Lauderdale, FL 33311

ARTICLE XVII

The name and address of the incorporators of the corporation are
Steven E. Davis
2930 N.W. 24th Avenue
Ft. Lauderdale, FL 33311

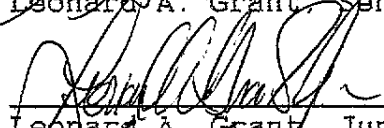
Leonard A. Grant, Senior
1600 N.W. 47th Avenue
Lauderhill, FL 33313

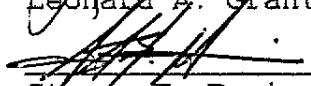
Leonard A. Grant, Junior
1600 N.W. 47th Avenue
Lauderhill, FL 33313

In Witness Whereof, I have signed my name this date.

Dated: November 28, 1998


Leonard A. Grant, Senior, Incorporator


Leonard A. Grant, Junior, Incorporator


Steven E. Davis, Incorporator

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

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: LCR GLOBAL TECHNOLOGIES, INC.

2. The name and address of the registered agent and office is:

LEONARD GRANT, JR.

(Name)

1600 N.W. 47th AVENUE

(P.O. Box NOT acceptable)

LAUDERHILL, FL 33313

(City/State/Zip)

FILED
98 DEC 22 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 

DATE 12/14/98