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FILED
69 APR 28 PM 4:30
TALLAHASSEE, FLORIDA

William G. Wetzel, Jr.
(Retired)

Richard Wilson Gross

April 23, 1999

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

500002854925--6
-04/28/99-01062-015
131.25 **87.50

Re: Lion Crest International, Inc.

Enclosed is an original and two (2) copies of the articles of incorporation for **Lion Crest International, Inc.** and a check for \$131.25 to cover the filing fee, certified copy and a certificate of incorporation.

Please Return to the undersigned at the following address:

Richard W. Gross
39 East 6th Street
Hialeah, Florida 33010
(305) 883-5595

Sincerely,


Richard W. Gross, Esq.

RWG:ks

SHARON

MAY 3 - 1999

**ARTICLES OF INCORPORATION
OF
LION CREST INTERNATIONAL, INC.**

FILED
99 APR 28 PM 4:30
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **LION CREST INTERNATIONAL, INC.**

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of this corporation shall be 5401 Collins Ave., Suite 101 Miami Beach, Florida 33140

ARTICLE III. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having no par value per share.

ARTICLE V. REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of the corporation shall be 39 East 6th Street, Hialeah, Florida, 33010, and the name of the initial registered agent of the corporation at that address is Richard W. Gross, Esquire.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director. The name(s) and street address(es) of the member(s) of the Board of Director(s) is/are:

Enzo Caputo
5401 Collins Ave., Suite 101
Miami Beach, Florida 33140

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President:

Enzo Caputo
5401 Collins Ave., Suite 101
Miami Beach, Florida 33140

Vice-President, Secretary and Treasurer

Enzo Caputo
5401 Collins Ave., Suite 101
Miami Beach, Florida 33140

ARTICLE VIII. INCORPORATOR

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

Richard W. Gross
39 East 6th Street
Hialeah, FL 33010

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and
seal on this 23rd day of April, 1999.

By: 

Richard W. Gross

**ACCEPTANCE BY REGISTERED AGENT OF DESIGNATION
IN ARTICLES OF INCORPORATION**

Richard W. Gross, Esquire, a practicing attorney, authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Richard W. Gross, Esquire

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