

P99000097572

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Langer on the Road, Inc

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

2555

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 NOV -5 PM 12:42

☒ Art of Inc. File  
☐ LTD Partnership File  
☐ Foreign Corp. File  
☐ L.C. File  
☐ Fictitious Name File  
☐ Trade/Service Mark  
☐ Merger File  
☐ Art. of Amend. File  
☐ RA Resignation  
☐ Dissolution / Withdrawal  
☐ Annual Report / Reinstatement  
☒ Cert. Copy  
☐ Photo Copy  
☐ Certificate of Good Standing  
☐ Certificate of Status  
☐ Certificate of Fictitious Name  
☐ Corp Record Search  
☐ Officer Search  
☐ Fictitious Search  
☐ Fictitious Owner Search  
☐ Vehicle Search  
☐ Driving Record  
☐ UCC 1 or 3 File  
☐ UCC 11 Search  
☐ UCC 11 Retrieval  
☐ Courier

RECEIVED  
99 NOV -4 AM 10:29  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

WSS-25551  
10/4 7:23

11/5/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 NOV -5 PM 12:42

November 4, 1999

CAPITAL CONNECTION, INC.

SUBJECT: LANGER ON THE ROAD, INC.  
Ref. Number: W99000025551

We have received your document for LANGER ON THE ROAD, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

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) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 199A00053396

*Corrected*  
RECEIVED  
99 NOV -5 PM 10:16  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LANGER ON THE ROAD, INC.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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ARTICLE I. NAME

The name of this corporation shall be LANGER ON THE ROAD, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in any and all business activities pertaining to marine repair and services as permitted under the laws of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 par value shares of common capital stock.

PREPARED BY: HECTOR E. VILLAMAR, JR.  
122 Minorca Avenue  
Coral Gables, Florida 33134  
(305) 569-0150  
FBN: 897779

Articles Of Incorporation Of LANGER ON THE ROAD, INC.

#### ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one (1) . The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

ELLEN LANGER  
520 West Avenue  
Miami Beach, FL 33139.

#### ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial office shall be:  
520 West Avenue, Miami Beach, FL 33139.

The name of the individual who shall serve as this corporation's initial registered agent and the address is:

Articles Of Incorporation Of LANGER ON THE ROAD, INC.

HECTOR E. VILLAMAR, JR.  
122 Minorca Avenue  
Coral Gables, FL 33134

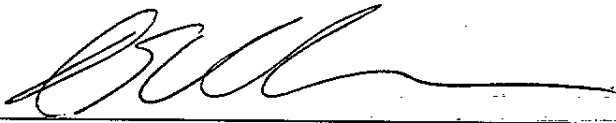
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 NOV -5 PM 12:42

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: HECTOR E. VILLAMAR, JR., 122 Minorca Avenue, Coral Gables, Florida 33134.

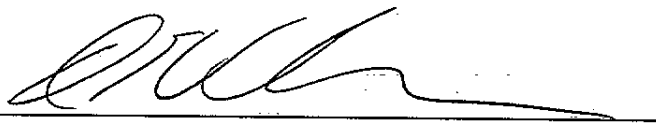
ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



HECTOR E. VILLAMAR, JR. - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of LANGER ON THE ROAD, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for LANGER ON THE ROAD, INC.



HECTOR E. VILLAMAR, JR. - Registered Agent

Articles Of Incorporation Of LANGER ON THE ROAD, INC.

State Of FLORIDA

County Of MIAMI-DADE

On November 3, 1999, HECTOR E. VILLAMAR, JR., designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of LANGER ON THE ROAD, INC.

Ivonne Rosa Blary  
Notary Public

Ivonne Rosa Blary  
(Notary Public - Printed Or Typed Name)



Ivonne Rosa Blary  
MY COMMISSION # CC863240 EXPIRES  
September 7, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

Commission Expiration Date & Commission Number:

(SEAL)

Articles Of Incorporation Of LANGER ON THE ROAD, INC.