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VALERIA MORALES
13602 S.W. 83 Avenue
Miami, FL 33158
Phone: (305) 232-8266

November 8, 1998

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*****78.75 *****78.75

SECRETARY OF STATE
Attn.: New Filings
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Life Protection Carrier Manufacturer, Inc.

Gentlemen:

Enclosed herewith please find original and two copies of the articles of incorporation of Life Protection Carrier Manufacturer, Inc., along with a check in the amount of \$78.75 to cover the filing fee.

I would kindly request that you mail me back the incorporation papers in the self stamped addressed express mail envelope so as to expedite delivery.

I thank you kindly for all your help in this matter.

Sincerely,


VALERIA KASSANDRAS

VK/

Encl.

99 NOV -9 PM 12:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch NOV 10 1999

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LIFE PROTECTION CARRIER MANUFACTURER, INC.

The undersigned incorporator of these Articles of Incorporation, a natural person, competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be **LIFE PROTECTION CARRIER MANUFACTURER, INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: 6751 S.W. 88 Street, Suite A102, Miami, Florida 33156.

ARTICLE III

PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

a) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

b) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is one thousand shares (1,000) of common stock, having a nominal or par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors but in no event shall be less than \$1,000.00.

ARTICLE V

TERM

This corporation shall commence existence on the date of the filing of these Articles of Incorporation and shall have perpetual existence.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for this corporation shall be John Sada, and the Registered Office shall be located at 6751 S.W. 88 Street, Suite A102, Miami, Fl 33156, or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with the law.

The aforementioned location does not constitute the principal office.

ARTICLE VII

DIRECTORS

This corporation shall have not less than one nor more than five directors, as set forth in the By-laws. The names and street addresses of the first board of directors of this corporation which, subject to these Articles of Incorporation, by-laws of this corporation, and the laws of the State of Florida, shall hold office until its successors have been elected and qualified are:

NAME: **John Sada**

TITLE: President

ADDRESS: 6751 S.W. 88 Street, Suite A102
Miami, Florida 33156

ARTICLE VIII

INCORPORATORS

The name and address of the Incorporator of these Articles of Incorporation are:

NAME: John Sada

ADDRESS: 6751 S.W. 88 Street, Suite A102
Miami, Florida 33156

ARTICLE IX

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right of inspecting any accounts, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI

TELEPHONE MEETING AUTHORIZED

Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the

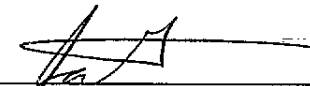
Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XII


AMENDMENT

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, this 8 day of November, 1999.



John Sada, Incorporator



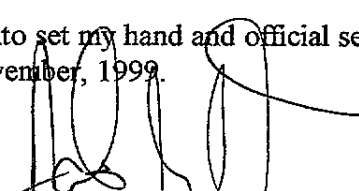
John Sada, Resident Agent

STATE OF FLORIDA

COUNTY OF DADE

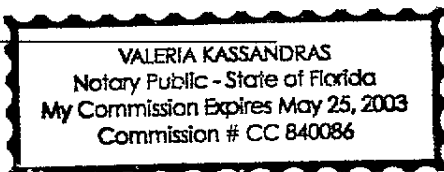
BEFORE ME, the undersigned authority, this day personally appeared John Sada to me known to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledge before me that he signed and executed same for the purposes therein as set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 8 day of November, 1999.



NOTARY PUBLIC, State of Florida at large

MY COMMISSION EXPIRES:

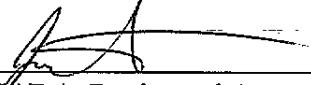


CERTIFICATE OF ACCEPTING DESIGNATION

AS

REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of LIFE PROTECTION CARRIER MANUFACTURER, INC. to serve as its agent to accept service of process within this State at its Registered Office.



JOHN SADA, Registered Agent