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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

LOMBARDI/GLASER MANAGEMENT, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 30, 1999

EMPIRE CORPORATE KIT COMPANY

SUBJECT: LOMBARDI/GLASER MANAGEMENT, INC.
REF: W99000027328

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.")

The registered agent must sign accepting the designation.

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Doris Brown
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF
LOMBARDI/GLASER MANAGEMENT, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation is LOMBARDI/GLASER MANAGEMENT, INC.

The corporation's principal address is 1601 W. 28th Street, Miami Beach, Florida 33140.

ARTICLE II
DURATION

The corporation shall exist in perpetuity.

ARTICLE III
PURPOSE

The purposes for which the corporation has been formed are any and all lawful business permitted under the laws of the State of Florida and of the United States.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue 1000 shares of \$0.10 par value common stock which shall be designated "Common Shares."

ARTICLE V
RIGHT OF SHARES OF CAPITAL STOCK

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, to be voted cumulatively.

Prepared by: JAY ROTHLEIN, ESQ.
930 Washington Ave., Suite 209
Miami Beach, FL 33139 (305)532-2250

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and Registered Office of the Corporation is:

JAY ROTHLEIN, ESQ.
930 Washington Avenue
Suite 209
Miami Beach, FL 33139

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall have 2 Directors initially. The number of Directors may be either increased or decreased from time to time by the By-Laws adopted by the corporation. The names and address of the initial Directors and their respective offices are:

PRESIDENT/DIRECTOR:
DAVID LOMBARDI
1601 W. 28th Street
Miami Beach, FL 33140

VICE-PRESIDENT/DIRECTOR/SECRETARY:
TODD GLASER
180 NE 39 Street
#210
Miami, FL 33137

ARTICLE VIII

No contract, act or transaction of this corporation with any person or person, firm or other corporation, in the absence of fraud or wrongdoing shall be affected or invalidated by the fact that any director of this corporation is party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who

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may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation which he may in anywise be interested. Any director of this may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer of director, to the full extent permitted by law.

ARTICLE XI
COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the date of filling of these articles.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be altered or amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the outstanding Common Shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

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**ARTICLE XIII
INCORPORATOR**

The incorporator is **DAVID LOMBARDI** and his corporate address is 1601 W. 28th

Street, Miami Beach, Florida 33140.

IN WITNESS WHEREOF, I have set my hand and seal this 29 day of November,

1999.



DAVID LOMBARDI

STATE OF FLORIDA)

) SS

COUNTY OF)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **DAVID LOMBARDI**, who produced as identification DL# _____, known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that the same was freely and voluntarily executed for the purposes therein expressed.

WITNESS my hand and seal, this 29 day of November, 1999 at Miami, Miami-Dade County, Florida.


NOTARY PUBLIC
State of Florida

My commission expires:



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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **LOMBARDI/GLASER MANAGEMENT, INC.**, a Florida corporation, with its principal office, as indicated in the Articles of Incorporation, has named **JAY ROTHLEIN, ESQ.**, located at **930 Washington Avenue, Suite 209, Miami Beach, FL 33139**, as its agent to accept service of process with this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, **JAY ROTHLEIN, ESQ.**, hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to keeping open said office.

11/29/99
DATE


JAY ROTHLEIN, ESQ.

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