

P99000106253

Interoffice Memorandum

TO: Tallahassee Runner(s)
FROM: Donna Connelly (Joseph R. Panzl's office)
DATE: December 7, 1999
RE: Filing with Dept. of State (file #3287-9554)

(12/8/99)

Attached please find the original + one copy of the following to be filed today. Please obtain a check (check request enclosed) and file the following, asking the clerk to stamp the copy and return it to you:

- (1) Articles of Incorporation of L & L ACQUISITION CORP.

Please fax the copy to Joe Panzl at 407-649-4719, and then put in overnight mail to Orlando.

THANKS FOR YOUR HELP.

Call Donna if questions: 407-650-4225.

Enclosures

APPROVED
AND
FILED
69 DEC -8 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

12-8-99
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**ARTICLES OF INCORPORATION
OF
L & L ACQUISITION CORP.**

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be L & L ACQUISITION CORP.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is One Thousand (1,000), which shall be designated Common Shares with a par value of one cent (0.01¢) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the state of Florida is 111 North Orange Avenue, Suite 900, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is Joseph R. Panzl, Esq.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Joseph R. Panzl	111 N. Orange Avenue, Suite 900 Orlando, FL 32801

ARTICLE VII - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

ARTICLE VIII - PRINCIPAL OFFICE

The initial principal office of the corporation in the state of Florida is 111 N. Orange Avenue, Suite 900, Orlando, Florida 32801.

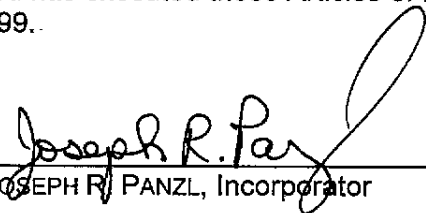
ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 7th day of December, 1999.

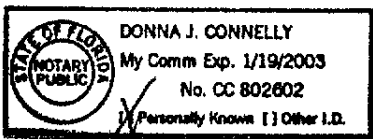


JOSEPH R. PANZL, Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 7th day of December, 1999, by JOSEPH R. PANZL, as incorporator, who is personally known to me.



Donna J. Connelly

NOTARY PUBLIC-STATE OF FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned, JOSEPH R. PANZL, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and ~~does~~ hereby state that he is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

Joseph R. Panzl

Joseph R. Panzl

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
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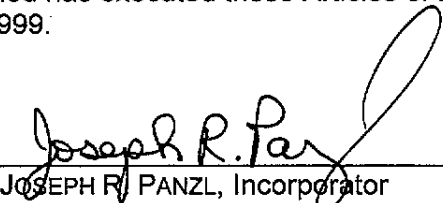
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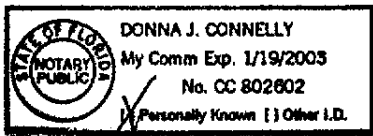


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) SS:
COUNTY OF ORANGE)

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Donna J. Connelly

NOTARY PUBLIC-STATE OF FLORIDA

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