

P95000032845
DYE & SCOTT, P.A.

ROBERT L. SCOTT
PHILIP J. PERREY
PATRICIA A. PETRUCCI
STEPHEN H. DYE
D. ROBERT HOYLE
PATRICK R. SCOTT

ATTORNEYS AT LAW
1111 THIRD AVENUE WEST
SUITE 300
BRADENTON, FLORIDA 34205
PHONE (813) 748-4411
TELECOPIER (813) 748-1573

DEWEY A. DYE, JR., RETIRED
PLEASE REPLY TO:
P.O. DRAWER 9480
BRADENTON, FLORIDA 34206

April 18, 1995

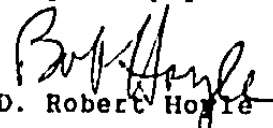
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

RE: L³ ENTERPRISES, INC., a Florida corporation

Gentlemen:

Enclosed please find original and one (1) copy of Articles of Incorporation and our firm check in the amount of \$122.50 to cover the following: \$35.00 Filing Fee; \$52.50 Certified Copy; and \$35.00 Registered Agent, re the above. Please return the certified copy to the undersigned at the above address. Thank you for your cooperation.

Very truly yours,


D. Robert Hoyle

DRH/dal

Enclosures

EFFECTIVE DATE

APR 18 1995

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-04/21/95--01060--004
\$\$\$122.50 \$\$\$122.50

SDG

CORP. FILE
1995 APR 18

ARTICLES OF INCORPORATION

The undersigned, Michael Luke, desires to become a body corporate and, as incorporator, does hereby make and file these Articles of Incorporation for a proposed corporation pursuant to the laws of Florida, and to that end hereby declares and affirms:

ARTICLE I

The name of this corporation shall be:

L³ ENTERPRISES, INC., a Florida corporation.

ARTICLE II

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence on the date of subscription and acknowledgment of these Articles, as hereinafter set forth, if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with no par value. The consideration to be paid for each share shall be fixed by the Board of Directors.

EFFECTIVE DATE

APR 18 1995

The authorized shares of this corporation shall consist of one class of common stock only.

ARTICLE V

The holders of the common shares of this corporation shall have pre-emptive rights to purchase any shares of the corporation hereafter issued or sold by the corporation, rateably according to their respective holdings, and such pre-emptive rights shall likewise extend to any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares. Any shares offered to shareholders under their pre-emptive rights, and not purchased, shall again be offered to those shareholders who have exercised their pre-emptive rights, in proportion to their holdings. After one such reoffering, the corporation may sell any shares still unsold in any other manner permitted by these Articles. The price of any such shares or other instruments to which such pre-emptive rights are applicable shall be at the price such shares or other instruments are offered to others, which price may be in excess of par.

ARTICLE VI

The street address of the initial registered office of the corporation, is 1111 - 3rd Avenue West, Bradenton, Florida 34225. The street address, principal office and mailing address of the corporation is P.O. Box 381, Ellenton, Florida 34222. The name of this corporation's initial registered agent is D. Robert Hoyle. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

ARTICLE VII


The number of Directors constituting the initial Board of Directors shall be three (3). The Board of Directors shall consist of not less than one (1) nor more than five (5) members, and the number of members of the Board of Directors may be fixed from time-to-time by the By-Laws of the corporation, but until so fixed shall consist of three (3) persons. The names and addresses of the members of the initial Board of Directors are as follows:

ARTICLE VIII

The name and address of the incorporator is as follows:

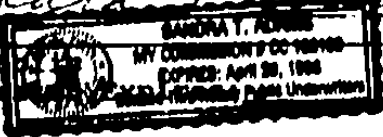
Michael Luke, P.O. Box 381, Ellenton, FL 34222

IN WITNESS WHEREOF, the undersigned, being the original incorporator of this corporation, does certify that he is of full age and competent to contract and that the Director named is of full age and a citizen of the United States of America. For the purpose of forming the proposed corporation above-named to do business both within and without the State of Florida, and in pursuance of the Florida Business Corporation Act, I do make and file this agreement, hereby declaring and certifying that the matters above stated are true, and accordingly I have hereunto set my hand and seal this 18 day of April, 1995.


Michael Luke (SEAL)

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 18th
day of April, 1995, by Michael Luke, who is personally known
to me or who has produced FLD/LH L200-540-55-334-0 as
identification and who did not take an oath.

Sandra T. Adams
Name: _____
Notary Public _____
My Commission Expires: April 30, 1998


ACCEPTANCE BY REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for L³ Enterprises, Inc., a Florida corporation.

D. Robert Hoyle
D. Robert Hoyle, Registered Agent

53 APR 24 AM 8:16

P95000032845

DYE & SCOTT, P.A.

ATTORNEYS AT LAW

1111 THIRD AVENUE WEST

SUITE 300

BRADENTON, FLORIDA 34209

PHONE (813) 748-4411

TELECOPIER (813) 748-1973

ROBERT L. SCOTT
PHILIP F. PERREY
PATRICIA A. PETRUCCI
STEPHEN D. DYE
D. ROBERT HOYLE
PATRICK H. SCOTT

DEWEY A. DYE, JR., RETIRED

PLEASE REPLY TO
P.O. DRAWER 9480
BRADENTON, FLORIDA 34206

May 2, 1995

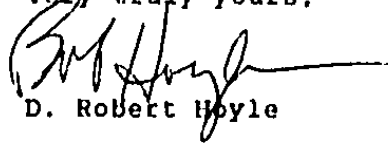
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

RE: L³ ENTERPRISES, INC., a Florida corporation

Gentlemen:

Enclosed please find original and one (1) copy of Amendment to Articles of Incorporation and check in the amount of \$35.00 to cover Filing Fee for same. Please return the certified copy to the undersigned at the above address. Thank you for your cooperation.

Very truly yours,


D. Robert Hoyle

DRH/dal

Enclosures

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*****61.25 *****61.25

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-05/05/95--01114--011
*****35.00 *****35.00

FILED
95 JUN -6 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

6/9

B



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 12, 1995

D. ROBERT HOYLE
1111 THIRD AVE. WEST, SUITE 300
BRADENTON, FL 34205

SUBJECT: L3 ENTERPRISES, INC.
Ref. Number: P95000032845

We have received your document for L3 ENTERPRISES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The fee for a certified copy is \$52.50. A certificate of status is \$8.75.

Please return 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 (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 795A00024461



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

May 25, 1995

D. ROBERT HOYLE
P.O. DRAWER 9480
BRADENTON, FL 34206

SUBJECT: L3 ENTERPRISES, INC.
Ref. Number: P95000032845

We have received your document for L3 ENTERPRISES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please return 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 (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 195A00026616

AMENDMENT TO
ARTICLES OF INCORPORATION OF
L³ ENTERPRISES, INC., A Florida corporation

THIS IS AN AMENDMENT to the Articles of Incorporation, dated April 27, 1995, filed by Michael Luke as original incorporator of L³ Enterprises, Inc., a Florida corporation.

WITNESSETH:

WHEREAS, the original Articles of Incorporation were filed of record with the Secretary of State, Division of Corporations on April 27, 1995, and

WHEREAS, there were no Directors named in Article 7, Page 3 of the original Articles of Incorporation, and

WHEREAS, shareholder approval is not required to amend the Articles of Incorporation.

NOW THEREFORE, Michael Luke amends the Articles of Incorporation to name the Directors as follows:

Michael Luke, 3410 Wilderness Blvd. E., Parrish, FL 34219
Michael Lannert, 3102 Lakeside Ct., Parrish, FL 34219
Rick Langford, 8330-9th Ave. Terrace NW, Bradenton, FL 34209

IN WITNESS WHEREOF, the undersigned, being the original incorporator of this corporation, does certify that he is of full age and competent to contract and a citizen of the United States of America. For the purpose of forming the proposed corporation above-named to do business both within and without the State of Florida, and in pursuance of the Florida Business Corporation Act, I do make and file this Amendment, hereby declaring and certifying that the matters above stated are true, and accordingly I have hereunto set my hand and seal this 1st day of June, 1995.

Michael Luke
Michael Luke

(SEAL)

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 1st day of June, 1995, by Michael Luke, who is personally known to me or who has produced YDL 20054455334 as identification and who did not take an oath.

Name: Lois R. DeBona

Notary Public

My Commission Expires: April 27, 1998
FL Commission No. 00000000

