

SECRETARY OF STATE  
Corporate Records Bureau  
P.O. Box 652  
Tallahassee, FL 32301

PO0000016258

RE: L. MIDDLEMAN, INC.

We enclose the original and one copy of the articles of incorporation for L. MIDDLEMAN, INC. and a check for \$78.75 to cover filing fees.

If the documents are in order, I would appreciate your filing the original and certifying the copy for our records.

If there are any questions please call Leonard Middleman at 305-986-4436

SINCERELY,

  
LEONARD MIDDLEMAN

900003131639--2  
-02/10/00--01097--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

PLEASE SEND PAPERWORK TO : Leonard Middleman  
18670 Northeast 2<sup>nd</sup> Avenue  
Miami, FL. 33179

FILED  
00 FEB 10 AM 7:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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T BROWN FEB 16 2000

ARTICLES OF INCORPORATION  
OF  
L. MIDDLEMAN, INC.

FILED  
00 FEB 10 AM 7:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these articles of incorporation in order to form a corporation under the laws of the laws of the state of Florida.

ARTICLE I  
NAME

The name of this Corporation shall be L. MIDDLEMAN, INC.

ARTICLE II  
Nature of Business

The general nature of the business and activities to be transacted and carried on by this corporation are as follows:

To carry on any and all legal business in the State of Florida, including but not limited to investments in real estate. In addition the Company may borrow or lend money, and make investments in securities and real estate.

ARTICLE III  
STOCK

The authorized capital stock of this Corporation shall consist of 5,000,000 shares of Common stock with a par value of \$.001 per share. The stock may be issued for any value deemed appropriate by the Board of Directors, but in no event shall the issue price be less than par value.

ARTICLE IV  
INCORPORATOR

The name and street address of the Incorporator of this Corporation is as follows:

LEONARD MIDDLEMAN  
18670 NORTHEAST 2<sup>nd</sup> AVENUE  
MIAMI, FLORIDA 33179

ARTICLE V  
TERM OF CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI  
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The registered of this corporation is LEONARD MIDDLEMAN and the registered office of the Company is at 18670 NORTHEAST 2<sup>nd</sup> AVENUE MIAMI, FL. 33179

ARTICLE VII  
PLACE OF BUSINESS

The initial place of business for L. MIDDLEMAN, INC. is 18670 N.E. 2<sup>nd</sup> AVENUE  
MIAMI, FL. 33179

ARTICLE VIII  
INITIAL BOARD OF DIRECTORS

The name and address of the initial board of directors of this Corporation are as follows:  
LEONARD MIDDLEMAN  
18670 N.E. 2<sup>nd</sup> AVENUE  
MIAMI, FLORIDA 33179

ARTICLE IX  
NUMBER OF DIRECTORS

The Corporation shall have at least one member on the board of directors.

ARTICLE X  
OFFICERS

The Corporation shall have a president, vice president, secretary and treasurer.

ARTICLE XI  
BY-LAWS

The board of directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, in any manner proscribed by law.

ARTICLE XII  
FINANCIAL INFORMATION

The Corporation shall not be required to prepare and provide a balance sheet or profit and loss statement to its shareholders.

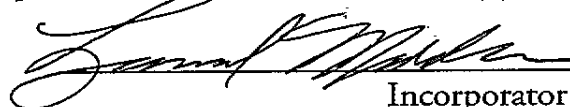
ARTICLE XIII  
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The board shall indemnify and director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding.

ARTICLE XIV  
AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, I the undersigned, being the original subscribing incorporator, to the foregoing articles of incorporation, has set his hand this 7 DAY OF Feb, 2000

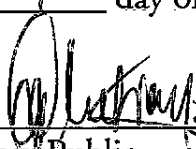
  
Incorporator

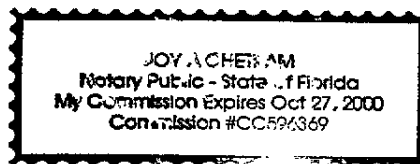
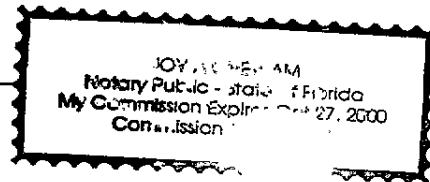
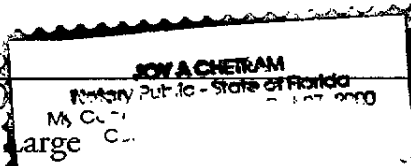
STATE OF FLORIDA

COUNTY OF DADE

I hereby certify that on this day personally appeared before me, the undersigned authority, LEONARD MIDDLEMAN, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

In witness whereof, I have hereunto set my hand and affixed my official seal on this 7 day of Feb 2000

  
Notary Public  
State of Florida at Large  
My Commission Expires

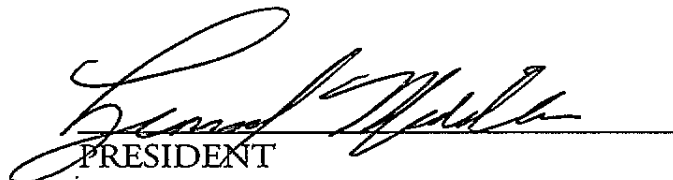


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPONWHOM PROCESS MAY BE SERVED.

FILED  
00 FEB 10 AM 7:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

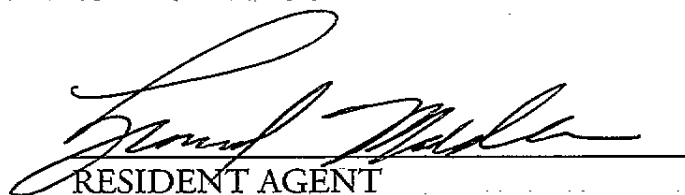
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST THAT L. MIDDLEMAN, INC. DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS AT 18670 NORTHEAST 2<sup>nd</sup> AVENUE  
MIAMI, FL. 33179 HAS NAMED LEONARD MIDDLEMAN, LOCATED AT  
18670 NORTHEAST 2<sup>nd</sup> AVENUE MIAMI, FL. 33179 AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

  
PRESIDENT

2-7-00  
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THIS PLACE DESIGNATED IN  
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY  
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE  
OF MY DUTIES.

  
RESIDENT AGENT

2-7-00  
DATE