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00 FEB 21 PM 1:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

February 16, 2000

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

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sirs:

Enclosed is an original and one copy of the Articles of Incorporation of Leahy Asset Management Corp. and a check for \$78.75 payable to the Florida Department of State.

Thank you for your prompt attention.

Very truly yours,

Mark L. Press
MARK L. PRESS
MLP/mmp
Encls.

S. Thompson FEB 24 2000

ARTICLES OF INCORPORATION
OF
LEAHY ASSET MANAGEMENT CORP.

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TALLAHASSEE FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name of the corporation (hereinafter called the "corporation") is LEAHY ASSET MANAGEMENT CORP.

SECOND: The street address of the principal office of the corporation is 1455 Ocean Drive #804, Miami Beach, FL 33139.

The mailing address of the corporation is 1455 Ocean Drive #804, Miami Beach, FL 33139.

THIRD: The number of shares that the corporation is authorized to issue is one 100, all of which are without par value and are of the same class and are common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 1455 Ocean Drive #804, Miami Beach, FL 33139.

The name of the initial registered agent of the corporation at the said registered office is Stephen Leahy.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Stephen Leahy	1455 Ocean Drive #804 Miami Beach, FL 33139

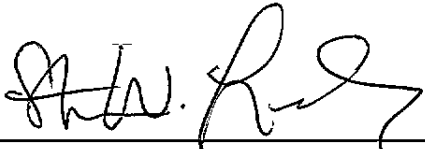
SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or

obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as of the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on 2/9, 2000


STEPHEN LEAHY, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



STEPHEN LEAHY

Date:

2/9/00

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