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Division of Corporations
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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.

leolion inc.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 8, 2000

CORPORATE CREATIONS

SUBJECT: LEOLION INC.
REF: W000000014618

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

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
leolion inc.

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Article II. Address

The Corporation's mailing address is:
leolion inc.
P.O. Box 2012
Saint Leo FL 33574

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Alberto Delgado
32708 7th Avenue
San Antonio FL 33576

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Alberto Delgado

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

American Incorporators Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
800-421-2661

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,500 shares of common stock, par value zero per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.

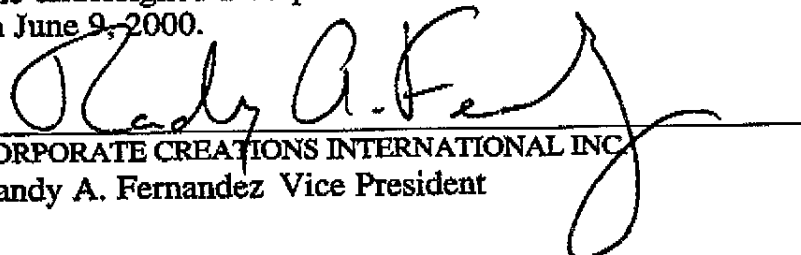
941 Fourth Street #200

Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on June 7, 2000.

The undersigned incorporator executed these Articles of Incorporation on June 9, 2000.


CORPORATE CREATIONS INTERNATIONAL INC.
Randy A. Fernandez Vice President

American Incorporators Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
800-421-2661

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
lection inc.

REGISTERED AGENT/OFFICE:
Alberto Delgado
32708 7th Avenue
San Antonio FL 33576

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


ALBERTO DELGADO

Date: June 9, 2000

American Incorporators Ltd.
1220 North Market Street, Suite 600
Wilmington DE 19801
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