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JOHN D GENTILE, CPA  
Certified Public Accountant  
1601 N. Palm Ave., Suite 212  
Pembroke Pines, Florida 33026  
(954) 431-8331

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JUN 15 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 13, 2000

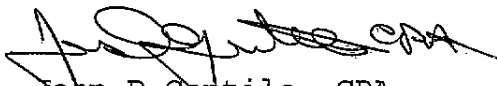
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314  
Attn: New Filings Section

SUBJECT: Leaders' Advantage, Inc.

Enclosed is an original and one (1) copy of articles of incorporation and a check for \$122.50 Filing Fee & Certified Copy.

Please direct any correspondence to my attention at the above address.

Sincerely,

  
John D Gentile, CPA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
LEADERS' ADVANTAGE, INC.

The undersigned subscribers to these Articles of Incorporation hereby form and associate to form a Corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is:  
Leaders' Advantage, Inc.

ARTICLE II

PRINCIPAL OFFICE

The initial principal office or place of business of this corporation shall be located at 1601 N. Palm Ave, Suite 212, Pembroke Pines, Florida 33026.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock which this corporation shall be authorized to have outstanding at any time is 1,000 shares of common stock, having no par value per share. Any capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporators or by the directors at a meeting called for such purpose or at the organization meeting. Property, labor or services may be

of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the issuance of so much of the capital stock as the directors of the company may decide.

#### MINIMUM CAPITAL

The amount of capital with which this corporation will begin business shall be not less than \$500.00.

#### ASSIGNMENT OF SUBSCRIPTION RIGHTS

The original incorporators of the corporation shall have the right upon its organization, to assign and deliver their subscriptions of stock to any other persons, partnership, or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

Article IV

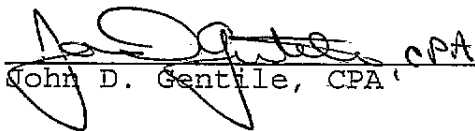
Registered Agent Certificate of Designation

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Sections 607.0501 and 607.0505, FLORIDA  
STATUTES, following is submitted in compliance with said Act:

That Leaders' Advantage, Inc. desiring to organize  
under the laws of the State of Florida with its principal office,  
as indicated, in the Articles of Incorporation at the city of  
Pembroke Pines, Florida, County of Broward, State of Florida, has  
named John D. Gentile located at 1601 N. Palm Ave., Suite 212  
Pembroke Pines, Florida 33026 , County of Broward, State of  
Florida, as its agent to accept service of process within this  
State.

Having been named to accept service of process for the  
above-stated corporation, at the place designated in this  
certificate, I hereby accept 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.

 CPA  
John D. Gentile, CPA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE V

INCORPORATOR

The name and address of the person signing these articles  
is:

Brendan M. Collins  
Brendan M. Collins  
1601 N. Palm Ave., Suite 212  
Pembroke Pines, Florida 33025

IN WITNESS WHEREOF, the undersigned has made, subscribed and  
acknowledged these Articles of Incorporation, this 13 day of

June, 2000.

STATE OF FLORIDA  
COUNTY OF BROWARD SS.

BEFORE ME, the undersigned authority, personally appeared  
Patricia Gentile-Buzzo to me well-known to be the person  
described in and who executed the foregoing Articles of  
Incorporation, and he acknowledged before me, according to law,  
that he/she made and subscribed the same for the purposes therein  
mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 13th day of June, 2000.

Patricia Gentile-Buzzo  
NOTARY PUBLIC

PATRICIA GENTILE-BUZZO  
Notary Public - State of Florida  
My Commission Expires Sep 23, 2002  
Commission # CC777687

## ARTICLE VI

### BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one(1). The names and addresses of the initial Director of this Corporation is:

Brendan M. Collins  
1601 N. Palm Ave., Suite 212  
Pembroke Pines, Florida 33026

Sandra J. Collins  
1601 N. Palm Ave., Suite 212  
Pembroke Pines, Florida 33026

## ARTICLE VII

### NATURE OF BUSINESS

The general nature of the business and the objective and purpose to be transacted and activities in which to engage shall be as follows:

A. To perform any and all services related to business development, and to provide expertise to businesses in the area of strategic and tactical planning.

B. To perform consulting services related to management development and training.

C. To engage in any form of wholesale trade for durable and nondurable goods, or any other retail selling or store business activity.

D. To design, develop, produce and market products and services of any type and nature using various techniques and promotions.

E. To invest, purchase, hold, improve, sell, convey, assign, lease, mortgage, encumber and otherwise deal in and with real or personal property or any interest therein, wherever situated.

F. To perform any other activities necessary, proper or convenient or incident to the furtherance of the powers and purpose herein stated.

G. To exercise any power and authority and to engage in any business activity which may be done by a profit corporation organized and existing under and by virtue of Chapter 607, FLORIDA STATUTES, it being the intent that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, FLORIDA STATUTES.

## ARTICLE VIII

### INITIAL OFFICERS

The names and addresses of the initial officers of the Corporation are the following:

NAME	TITLE	ADDRESS
Brendan M. Collins	President	1601 N. Palm Ave., Suite 212 Pembroke Pines, Florida 33026
Sandra J. Collins	Secretary & Treasurer	1601 N. Palm Ave., Suite 212 Pembroke Pines, Florida 33026

## ARTICLE IX

### MANAGEMENT

The corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida.