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MARIA E. JIMENEZ
4995 NW 72 AVE, SUITE #409
MIAMI, FLORIDA 33166

August 27, 2001

VIA AIRBORNE EXPRESS

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****122.50 *****78.75

Secretary of State
State of Florida
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

01 AUG 29 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Re: **Leonardi Florida, Inc.**

Dear Sir/Madam:

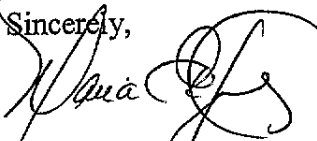
Enclosed please find the following documents for filing:

1. Original and one (1) copy of Articles of Incorporation for the above-referenced corporation; and
2. Our cashier check in the amount of \$122.50 to cover the requisite filing fees.

Please expedite the formation of the referenced corporations and return date-stamped copies of the Articles of Incorporation to the undersigned in the enclosed pre-paid Airborne Express envelope.

Should you have any questions, please do not hesitate to contact the undersigned.

Sincerely,


Maria E. Jimenez

PS 8/30/01

FILED

**ARTICLES OF INCORPORATION
OF
LEONARDI FLORIDA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is. **LEONARDI FLORIDA, INC.**

ARTICLE II

Initial Principal Office and Mailing Address

The corporation's initial principal office and mailing address is: 4995 NW 72 Ave, Suite 410, Miami, FL 33166.

ARTICLE III

Shares

The corporation shall have authority to issue 1000 common shares with a par value of \$1.00 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of its initial registered office is , and the name of its initial registered agent at that address is Maria E. Jimenez, 4995 NW 72 Ave, Suite 410, Miami, FL 33166..

ARTICLE V

Incorporator

The name and address of the incorporator are:

Name

Address

Maria E. Jimenez

4995 NW 72 Ave, Suite 410
Miami, Florida 33166

ARTICLE VI
Initial Director

The corporation initially shall have one director, whose name and address :

<u>Name</u>	<u>Address</u>
Maria E. Jimenez	4995 NW 72 Ave, Suite 410 Miami, Florida 33166

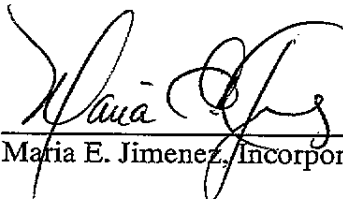
ARTICLE VII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Amended and Restated Articles of Incorporation of which this Article VI is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Dated this 27th day of August, 2001.

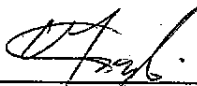


Maria E. Jimenez, Incorporator

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 27th day of August, 2001 by Maria E. Jimenez, who is personally known to me or who has produced FDL J552-558-59-865-0 as identification and who did/did not take an oath.

My Commission Expires:



Notary Public, State of Florida

MARTA GONZALEZ
Print Name of Notary

Commission No. _____



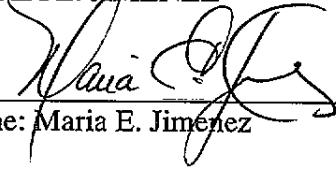
ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 27th day of August, 2001.

REGISTERED AGENT:

MARIA E. JIMENEZ

By: 

Name: Maria E. Jimenez

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA