

P01000105846

George N. Klimis, P.A.

Attorney at Law

◆ L.L.M. Taxation ◆

October 23, 2001

VIA CERTIFIED MAIL RETURN RECEIPT

500004661465--2
-10/31/01--01040--008
*****78.75 *****78.75

Secretary of State
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

Re: Leoni Brands International, Inc.

Dear Sir:

Please find enclosed two (2) original Articles of Incorporation for the above proposed corporation. Also, enclosed is my firm's check in the amount of \$78.75 for filing of the same.

After processing and filing the original Articles of Incorporation, please endorse your approval on the duplicate copy of the articles and forward the endorsed copy to me to be placed in my client's corporate book.

If you have any questions or comments regarding the enclosed documents, please contact me by telephone rather than returning the same.

Thank you for your attention in this matter.

Sincerely,

GEORGE N. KLIMIS, P.A.

By: _____

George N. Klimis, Esquire

GNK/bac

Enclosures: As referenced above

FILED
01 OCT 31 AM 7:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED
01 OCT 31 AM 7:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
LEONI BRANDS INTERNATIONAL, INC.

ARTICLE 1: NAME AND ADDRESS

The name of this Corporation is **LEONI BRANDS INTERNATIONAL, INC.** The address of the principal office of this Corporation shall be 14426 Middle Fairway Drive, Brooksville, Florida 34609, and the mailing address of the Corporation shall be 23 East Tarpon Avenue, Tarpon Springs, Florida 34689.

ARTICLE 2: DURATION

This Corporation shall exist perpetually. In accordance with Section 607.0203, the date when existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7500 shares of \$1.00 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 23 East Tarpon Avenue, Tarpon Springs, Florida 34689, and the name of the initial registered agent of this Corporation at that address is **GEORGE N. KLIMIS**.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one (1) director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
Fred E. Leoni	14426 Middle Fairway Drive Brooksville, Florida 34609

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

<u>Name</u>	<u>Address</u>
George N. Klimis	23 East Tarpon Avenue Tarpon Springs, FL 34689

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 11: AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of October, 2001.



GEORGE N. KLIMIS

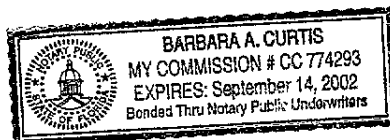
**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing Articles of Incorporation were acknowledged before me this 25th day of October, 2001, by GEORGE N. KLIMIS who is personally known to me and who did take an oath.

sign: Barbara A. Curtis

print: BARBARA A. CURTIS

Notary Public - State of Florida



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 20th day of October, 2001.



GEORGE N. KLIMIS

FILED

01 OCT 31 AM 7:37

SECRETARY OF STATE
TALLAHASSEE FLORIDA