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1/21/2002 16:26 305-2298252 ANA D ARES  
Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State  
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To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : ANA DALMAU ARES, P.A.  
Account Number : I20000000268  
Phone : (305)229-8256  
Fax Number : (305)229-8252

**FLORIDA PROFIT CORPORATION OR P.A.**

**LEIDERMAN & FAILENBOGEN, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

**Leiderman & Failenbogen, Inc.**

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of this corporation shall be:

**LEIDERMAN & FAILENBOGEN, INC.**

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purpose proposed to be transacted and carried on by this corporation are to do any and all of the things, as fully and to the same extent as natural persons might do, viz:

PREPARED BY: ANA DALMAU ARES  
3636 SW 87<sup>TH</sup> AVE.  
MIAMI, FL. 33165

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Transact any and all lawful business.

(1) Said corporation shall further have powers:

To have perpetual succession by its corporate name,

**LEIDERMAN & FAILENBOGEN, INC.**

**ARTICLE IV**

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 50 shares, having an individual par value of US\$10.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

**ARTICLE V**

The name and street address of the initial Registered Agent of this corporation shall be:

**MARCOS LEIDERMAN  
333 ARTHUR GODFREY RD.  
MIAMI BEACH, FL. 33140**

The principal office and mailing address shall be:


**333 ARTHUR GODFREY RD.  
MIAMI BEACH, FL. 33140**

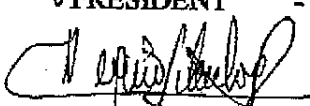
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ARTICLE V

The initial Board of Directors and Shareholders shall be composed by TWO (2) persons, whose names and addresses are:

MARCOS LEIDERMAN -  PRESIDENT - 50% SHAREHOLDER  
333 ARTHUR GODFREY RD  
MIAMI BEACH, FL. 33140

REGINA FAILENBOGEN -  SECRETARY/TREASURER - 50% SHAREHOLDER  
333 ARTHUR GODFREY RD  
MIAMI BEACH, FL. 33140

The name and address of the incorporator executing these Articles of Incorporation is:

MARCOS LEIDERMAN  
333 ARTHUR GODFREY RD  
MIAMI BEACH, FL 33140

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21<sup>ST</sup> day of January, 2002.

MARCOS LEIDERMAN  
PRESIDENT

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the law of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The Name of the Corporation is:

LEIDERMAN &amp; FAILENBOGEN, INC.

2. The name and address of the registered agent and office is:

MARCOS LEIDERMAN  
333 ARTHUR GODFREY RD  
MIAMI BEACH, FL 33140

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE: Marcos Leiderman

MARCOS LEIDERMAN

DATE: 01-21-2002

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