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Transmittal Letter

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32314

Subject: Tony Leff, Inc.

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-02/04/02--01099--002
*****87.50 *****87.50

Enclosed are one original and one (1) copy of the articles of incorporation and a check for \$87.50.

Please process my filing fee along with a Certified Copy and Certificate of Status.

From: Anthony J. Leff
26202 Green Willow Run
Wesley Chapel, FL 33544
(813) 907-5690

Anthony J. Leff 1-31-02
Anthony J. Leff Date

FILED
02 FEB -4 PM 3:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

02-08-02

Articles of Incorporation for Tony Leff, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I – Name
Tony Leff, Inc.

Article II – Principal Office

26202 Green Willow Run
Wesley Chapel, FL 33544
Pasco County

Article III – Shares

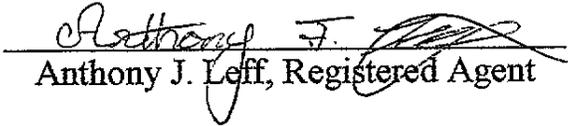
The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article IV – Initial Registered Agent and Street Address

Anthony J. Leff
26202 Green Willow Run
Wesley Chapel, FL 33544

Acceptance by Registered Agent: The undersigned hereby accepts the appointment as Registered Agent of Tony Leff, Inc., which is contained in the foregoing Articles of Incorporation.

Dated this 31st day of January, 2002


Anthony J. Leff, Registered Agent

Article IV – Incorporators

Anthony J. Leff, 26202 Green Willow Run, Wesley Chapel, FL 33544

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TALLAHASSEE FLORIDA

The number of Directors making the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Anthony J. Leff, 26202 Green Willow Run, Wesley Chapel, FL 33544
Adriel M. Leff, 26202 Green Willow Run, Wesley Chapel, FL 33544

(a) Responsibilities of Directors:

President: Shall be responsible for the running of the corporation and maintaining of all requirements for the profit and smooth operation of the corporation.

Anthony J. Leff is the initial President of the corporation

Secretary: Shall be responsible for the keeping of the minutes and maintaining the records for the payment of salaries and taxes for the corporation.

Adriel M. Leff is the initial Secretary of the corporation

(b) Bylaws:

- (1) The president has the right to add to the Board of Directors any member that can assist with the smooth operation and profitability of the corporation.
- (2) The president has the right to delete from the Board of Directors any member that assists with a smoother operation or increase profitability of the corporation.
- (3) The secretary has the right to seek professional assistance in handling the payment of taxes and other necessary paperwork needed to maintain the corporation's status.

(c) Purpose and Duration of Corporation:

- (1) The purpose of the corporation is to be a profitable business that offers personal and business services that include painting, designing and consulting.
 - (2) The duration of the corporation is perpetual
- (a) In order to liquidate the corporation and cease operation and vote by all shareholders is necessary with a 90% vote in favor of termination being the required consensus.

Article VI: Right to Amend

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

In Witness Whereof, the undersigned has executed these Articles of Incorporation on this 31st day of January, 2002

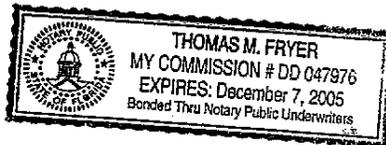
Anthony J. Leff
Anthony J. Leff, Incorporator

State of Florida, County of PASCO

Before me personally appeared Anthony J. Leff to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 31 day of JANUARY, 2002

Thomas M. Fryer
Notary Public, State of Florida
My commission expires: _____



Certificate of Designation of Registered Agent. Registered Office

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS FOR 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 Tony Leff, Inc.
2. The name and address of the registered agent and office is:

Anthony J. Leff
26202 Green Willow Run
Wesley Chapel, FL 33544
Pasco County

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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.


Anthony J. Leff, Registered Agent

1-31-02
Date