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July 17, 2002

NICHOLAS M. DANIELS
DAVID DARLOW
JONATHAN FEUERMAN
MARK M. HASNER
ELLEN ROSE
FRED R. STANTON

FILED
02 JUL 18 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

07-17-02

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400006489374--2

-07/18/02--01065--014

****175.00 ****78.75

Re: Leder Group #2, Inc. and Leder Enterprises #2, Ltd.
Our File No. 990188

Gentlemen:

Enclosed herein are original Articles of Incorporation for the captioned corporation and original Certificate of Limited Partnership and Affidavit of Capital Contributions documents for the captioned Limited Partnership. We enclose a check in the amount of \$175.00 to cover the following costs:

Filing Fee for Corporation	\$35.00
Registered Agent Designation	35.00
Certified Copy	8.75
Total for Corporation	<u>\$78.75</u>

Filing Fee for Limited Partnership (minimum)	\$52.50
Registered Agent Designation	35.00
Certificate of Status	8.75
Total for Limited Pshp.	<u>\$96.25</u>

Please return the certified copy and certificate of status with your recording date acknowledging the filing of the documents to the undersigned.

PLEASE BE SURE TO FILE THE CORPORATION PRIOR TO FILING THE LIMITED PARTNERSHIP.

With kindest regards,

Very truly yours,

THERREL BAISDEN, P.A.

By:

Nicholas M. Daniels

NMD:lc

Encl.

W:\Leder\Entities\Leder Enterprises #2, Ltd\Letter Re formation.wpd

Bm 7/19

ARTICLES OF INCORPORATION
OF
LEDER GROUP #2, INC.

ARTICLE I
Name

EFFECTIVE DATE
10-17-02

The name of the corporation is LEDER GROUP #2, INC.

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 17 day of July, 2002.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
Capital Stock

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V
Principal Office; Initial Registered Office and Agent

The street address of the initial principal office of this corporation is: c/o Leder Group Investment Properties, 6530 West Rogers Circle, Suite #31, Boca Raton, Florida 33487. The street address of the initial registered office of this corporation is: c/o Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is: Nicholas M. Daniels, Esq.

ARTICLE VI
Initial Board of Directors

This corporation shall initially have three (3) directors. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are: Samuel E. Leder, c/o Leder Group Investment Properties, 6530 West Rogers Circle, Suite #31, Boca Raton, Florida 33487, Sean M. Leder, c/o Leder Group Investment Properties, 6530 West Rogers Circle, Suite #31, Boca Raton, Florida 33487 and Rhonnie Leder, c/o Leder Group Investment Properties, 6530 West Rogers Circle, Suite #31, Boca Raton, Florida 33487.

ARTICLE VII
Incorporator

The name and address of the person signing these Articles is: Mark M. Hasner, Esq., Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 17 day of July, 2002.



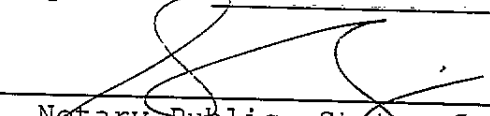
MARK M. HASNER, Incorporator

STATE OF FLORIDA:


SS:

COUNTY OF MIAMI-DADE:

The foregoing instrument was acknowledged before me this 17 day of July, 2002, by MARK M. HASNER, ESQ., who is personally known to me or who has produced _____ as identification.



Notary Public, State of Florida
at Large

 Leticia Companioni
Commission # DD 027672
My Commission Expires July 5, 2005
Bonded Third
Atlantic Bonding Co., Inc.

Leticia Companioni
Type/Print/or Stamp Name of Notary


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

LEDER GROUP #2, INC.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that **LEDER GROUP #2, INC.**, desiring to organize under the laws of the State of Florida with its principal office at: c/o Leder Group Investment Properties, 6530 West Rogers Circle, Suite #31, Boca Raton, Florida 33487, has named Nicholas M. Daniels, Esq., located at SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131, 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, and agree to comply with the provision of said Act relative to keeping open said office.


NICHOLAS M. DANIELS

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