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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

LAW OFFICES OF
MARSHALL G. REISSMAN
Attorney at Law
5150 Central Avenue
St. Petersburg, FL 33707

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November 26, 2002

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

Via: UPS Next Day Air

Re: LeRoc the World, Inc.

Dear Sir or Madam:


Enclosed herewith is the original and one copy of the Articles of Incorporation of LeRoc the World, Inc. Enclosed herewith is our trust check in the amount of \$78.75 for the following:

Filing fees:	\$35.00
Registered Agent Designation:	\$35.00
Certified Copy:	\$ 8.75
Total:	\$78.75

Please return a certified copy of the Articles of Incorporation in the enclosed, self-addressed, stamped envelope.

Thank you for your courtesy and cooperation.

Sincerely,



Marshall G. Reissman

MGR/kr
Enclosure(s)

**ARTICLES OF INCORPORATION
OF
LeROC THE WORLD, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

LeROC THE WORLD, INC.

The address of the principal office of this corporation shall be 7111 9th Avenue North, St. Petersburg, Florida, 33710, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares common stock having one dollar (\$1.00) par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 5150 Central Avenue, St. Petersburg, Florida 33707, and the name of the initial registered agent of the corporation at that address is Marshall G. Reissman.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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TALLAHASSEE FLORIDA

ARTICLE VI. BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors initially. The name and street address of the initial members of the Board of Directors are:

Marshall G. Reissman

5150 Central Avenue
St. Petersburg, Florida 33707

Jacob L. Reissman

7111 9th Avenue North
St. Petersburg, Florida 33710

ARTICLE VII. INDEMNIFICATION

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which he or she has or shall become subject to by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such director or officer; and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of his or her own willful misconduct or gross negligence. The right of indemnification herein above provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

ARTICLE VIII. INCORPORATOR

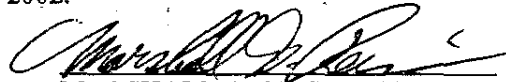
The name and street address of the incorporator of the Articles of Incorporation is:

Marshall G. Reissman
5150 Central Avenue
St. Petersburg, Florida 33707

ARTICLE IX. SHAREHOLDERS' RIGHTS

The affirmative vote of a majority of the shares of the corporation is required to merge with or into another corporation, or to voluntarily dissolve, liquidate, or wind up its affairs. The presence, at any stockholders meeting, in person or by proxy, of the persons entitles to vote a majority of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business.

IN WITNESS WHEREOF, the undersigned Marshall G. Reissman, has hereunto set his hand and seal, on this 26th day of November, 2002.



MARSHALL G. REISSMAN
5150 Central Avenue
St. Petersburg, Florida 33707

STATE OF FLORIDA
COUNTY OF PINELLAS

I hereby certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgements, personally appeared Marshall G. Reissman, known to me to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

Witness my hand and official seal in the above-mentioned county and state the 26th day of November, 2002.


NOTARY PUBLIC

My Commission Expires
(Seal)



KELLY REDMAN
MY COMMISSION # DD 186898
EXPIRES: November 17, 2006
Bonded Thru Budget Notary Services

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Marshall G. Reissman, having a business office identical with the registered office of the corporation named above is familiar with and accepts the duties and responsibilities of the position of the Registered Agent under Section 607.0505, Florida Statutes.


MARSHALL G. REISSMAN

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TALLAHASSEE FLORIDA