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

**LEAP GROUP HOLDINGS, INC.**

Certificate of Status	0
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12-8

**ARTICLES OF INCORPORATION**  
**OF**  
**LEAP GROUP HOLDINGS, INC.**

**ARTICLE I - NAME**

The name of this corporation is LEAP GROUP HOLDINGS, INC.

**ARTICLE II - PURPOSE**

The corporation shall be authorized to transact all legal business of any nature.

**ARTICLE III - CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
10,000	\$.01	Common

**ARTICLE IV - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V - INITIAL REGISTERED  
OFFICE AND AGENT**

The street address of the initial principal and mailing office of this corporation is:

c/o Michael Rosenbaum, 201 Alhambra Circle, Ste. 601, Coral Gables, Florida 33134

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and the name and address of the initial registered agent of this corporation is:

Name	Address
Rodolfo E Gonzalez	201 Alhambra Circle, Ste. 601 Coral Gables, Florida 33134

#### ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

#### ARTICLE VII - INITIAL OFFICERS

The initial officers of the corporation are:

Name	Address
RODOLFO E GONZALEZ	201 Alhambra Circle, Ste. 601 Coral Gables, Florida 33134

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name	Address
RODOLFO E GONZALEZ	201 Alhambra Circle, Ste. 601 Coral Gables, Florida 33134

#### ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Officers/Directors and the Shareholders.

#### ARTICLE X - INDEMNIFICATION

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

**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 06 day of December, 2004.

  
\_\_\_\_\_  
RODOLFO E GONZALEZ  
Incorporator

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws 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:

LEAP GROUP HOLDINGS, INC.


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

RODOLFO E GONZALEZ  
201 Alhambra Circle, Ste. 601  
Coral Gables, Florida 33134

  
\_\_\_\_\_  
RODOLFO E GONZALEZ  
Title: Incorporator

Date: December 06, 2004.

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.

  
\_\_\_\_\_  
RODOLFO E GONZALEZ

Date: December 06, 2004.

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