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FLORIDA PROFIT/NON PROFIT CORPORATION

leomell investments corp.

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Prepared by:
JAVIER TALAMO, ESQ.
ERAVITZ AND TALAMO, LLP
7500 W. 20 Ave. #213
Hialeah, FL 33016
Fla. Bar #0721808
(305)-558-5300

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TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION

OF

**LEOMELI INVESTMENTS CORP.
A FLORIDA CORPORATION**

The undersigned incorporator(s) hereby forms the following corporation under the laws of the State of Florida:

**ARTICLE I
NAME**

The name of this corporation is **LEOMELI INVESTMENTS CORP.**

**ARTICLE II
PURPOSE**

The corporation is organized to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to issue is 100 shares of common stock. Said shares shall be of a single class and shall have a par value of \$1.00.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation is to exist perpetually as permitted by the laws of the State of Florida.

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ARTICLE V
REGISTERED AGENT AND OFFICE

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

Sally Fernandez
5211 N.W. 79th Avenue
Miami, FL 33166

ARTICLE VI
DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be changed from time to time in accordance with by-law adopted by the directors, but number shall never be less than one (1). The name and street address of the initial director of the corporation is:

Sally Fernandez
5211 N.W. 79th Avenue
Miami, FL 33166

ARTICLE VII
OFFICERS

The names and addresses of each of the officers of this corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified and the statement of the number of shares of stock which each agrees to take is as follows:

Sally Fernandez, President
Address: 5211 N.W. 79th Avenue, Miami, FL 33166

ARTICLE VIII
INCORPORATORS

The name and street address of the incorporator is:

Sally Fernandez
5211 N.W. 79th Avenue
Miami, FL 33166

ARTICLE IX
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 others.

ARTICLE X
CUMULATIVE VOTING

At each election for Directors, cumulative voting by Shareholders as set forth in Florida Statutes, Chapter 607.097(4) shall be allowed.


ARTICLE XI
THE ADDRESS OF THE CORPORATION:

5211 N.W. 79th Avenue
Miami, FL 33166

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign an written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set her hand and seal this
6th day of February 2006.

By 
Sally Fernandez

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designed in these Articles, I hereby accept this appointment and agree to comply with the keeping open said office.

BY _____

[Signature]
Sally Fernandez

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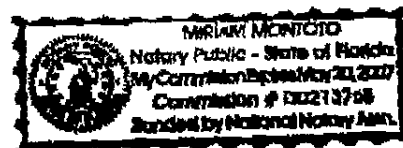
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 6th day of February, 2006,
by Sally Fernandez, who has executed the foregoing instrument and who did take an oath.

personally known to me, or
produced identification as follows
F 655-780-77-681-C

My commission expires:

Miriam Montoto
Print Name: MIRIAM MONTOTO
NOTARY PUBLIC



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