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ACCOUNT NO. : 00000000000000000000

REFERENCE : 00000000000000000000

AUTHORIZATION :

COST LINE : 000000

ORDER DATE : September 19, 1995

ORDER TIME : 09:29 AM

ORDER NO. : 000000

CUSTOMER NO: 000000

CUSTOMER: DAVID D. BONE, Esq
DAVID D. BONE, ESQ

Suite B
766 Hudson Avenue
Sarasota, FL 34236

DOMESTIC FILING

NAME: SPONZO, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Teodoro P. P. P.

EXAMINER'S INITIALS:

SAB
9/19/95

ARTICLES OF INCORPORATION
OF
SPONZO, INC.

ARTICLE I. NAME

The name of this corporation shall be Sponzo, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Division of Corporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for any legal purpose permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 500 shares of \$1.00 common stock par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Articles Of Incorporation Of Sponzo, Inc.

These shares are held subject to the corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation. A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the initial Board Of Directors are: William S. Krafchik, 25 N. Blvd. of the Presidents, Sarasota, Fl. 34236.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 25 N. Blvd. of the Presidents, Sarasota, Fl. 34236.

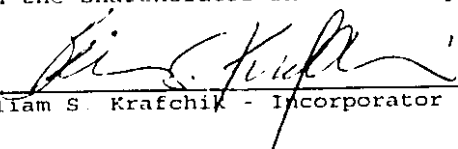
The name of the individual who shall serve as this corporation's initial registered agent at that address is: William S. Krafchik.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: William S. Krafchik, 25 N. Blvd. of the Presidents, Sarasota, Fl. 34236.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


William S. Krafchik - Incorporator

I hereby accept my designation as resident agent and agree to serve as the

Articles Of Incorporation Of Sponzo, Inc.

represent agent of Sponzo, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Sponzo, Inc.

William S. Kratchik
William S. Kratchik, Registered Agent

State of Florida
County of Sarasota

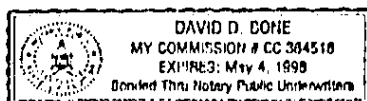
On Jan 3, 1998, William S. Kratchik, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of Sponzo, Inc.

David D. Done
Notary Public

David D. Done
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)



Articles Of Incorporation Of Sponzo, Inc.

David D. Bone, P.A.
Attorney at Law

P95000072297

766 Hudson Avenue, Suite B
Sarasota, Florida 34236

(941) 365-6969
(941) 951-0356 Fax

October 2, 1995

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RECEIVED
DIVISION OF CORPORATIONS
OCT 12 1995
TALLAHASSEE, FLORIDA

Re: Amendment to Articles of Incorporation
of SPONZO, INC.

Gentlemen:

Enclosed herewith please find the following:

1. Original and copy of an Amendment to the Articles of Incorporation in connection with the above captioned corporation.
2. Our firm check in the amount of \$87.50, which represents the filing fee for the Amendment of \$35.00 and certified copy fee of \$52.50.

We would appreciate your issuance of an Amendment to the corporate charter, and the return of a certified copy to the above address at your earliest convenience in the enclosed return envelope. Thank you.

Very truly yours,

David D. Bone

ddb:gjs
Enclosures
crp-fra/filing.amd

N/C

95 OCT -5 PM 3:05

VS OCT 12 1995

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
SPONZO, INC.

The undersigned, as the officer of the corporation authorized to execute this document, hereby certifies as follows:

At a special joint meeting of the Board of Directors and the shareholders of this corporation, called and held according to the applicable provisions of the laws of Florida and this corporation's bylaws, on October 2, 1995, at which meeting all of the members of the Board of Directors and all of the stockholders of record holding a majority of the issued and outstanding stock in this corporation were present, and the following resolution was unanimously adopted:

It is hereby resolved, by the Board Of Directors and the shareholders of Sponzo, Inc., that the said Board Of Directors and shareholders deem it advisable, and hereby declare it to be advisable that the Articles Of Incorporation of Sponzo, Inc. be amended to change the corporate name from Sponzo, Inc. to Leo's of St. Armands, Inc..

In witness whereof, these Articles Of Amendment are being executed and filed by the authorized corporate officer, on behalf of Sponzo, Inc.,

William S. Kravchik
Corporate Officer

WILLIAM S. KRAVCHIK, PRESIDENT
(Corporate Officer - Printed Or Typed Name)

State Of Florida
County Of Sarasota

On Oct 2, 1995, the above named corporate officer of Sponzo, Inc., who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Amendment To The Articles Of Incorporation Of Sponzo, Inc..

David D. Bone
Notary Public

DAVID D. BONE
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

