

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9177
904-222-9111 FAX

800-342-8086



Patricio Pignato
600001705196

ACCOUNT NO. 04100000052

REFERENCE : 830731 046000

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricio Pignato

ORDER DATE : February 2, 1996

ORDER TIME : 10:55 AM

ORDER NO. : 830731

600001705196

CUSTOMER NO: 046000

CUSTOMER: Jeffrey A. Kern, Esq
JEFFREY A. KERN, ESQ

Suite 264
11900 Biscayne Boulevard
Miami, FL 33181

DOMESTIC FILING

NAME: LESWAL, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

EXAMINER'S INITIALS:

RECEIVED FILED
96 FEB - 2 PM 12: 23 96 FEB - 2 PM 2: 42
DIVISION OF CORPORATIONS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB - 2 1996

ARTICLES OF INCORPORATION
OF
LESWAL, INC.

FILED
96 FEB -2 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

LESWAL, INC.

The address of the principal office of this corporation shall be 601 West 50th Street, Miami Beach, Florida 33140, 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 one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Lester Walder	601 West 50th Street
Dir./Pres./Sec./Treas./	Miami Beach, Florida 33140

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on February 2, 1996.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation
to transact business in this State, having a business office
identical with the registered office of the corporation named
above, and having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and accepts the
obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

KBR/kbr

P96000010690

JEFFREY A. KERN
PROFESSIONAL ASSOCIATION

JEFFREY A. KERN
BOARD CERTIFIED TAX ATTORNEY
BOARD CERTIFIED IN WILLS, TRUSTS AND ESTATES
CORPORATION AND BUSINESS LAW

BISCAYNE CENTRE, SUITE 264
11000 BISCAYNE BOULEVARD
NORTH MIAMI, FLORIDA 33156

TELEPHONE (305) 899-8807
FAX (305) 899-8800

January 3, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, fl 32314

000002047590--1
-01/07/97--01043--015
*****35.00 *****35.00

Re: LESMAN INC.

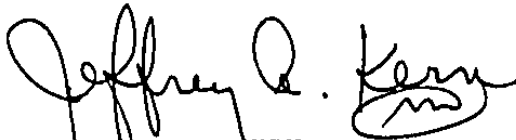
Dear Sir or Madam:

Please process the enclosed Statement of Change relative to the registered agent for the above-captioned corporation. Our client's check in the sum of \$35.00, to cover the cost of effecting the change is enclosed.

Kindly date-stamp the enclosed copy of this letter and return it to me in the envelope which has been provided for your convenience.

Thank you for your assistance in this matter.

Very truly yours,



JEFFREY A. KERN

JAK:M

Encs.

cc: The Walders
Corporation Service Company

SH 1/5
RA Ch.

FILED
97 JAN -6 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: LESWAL, INC.

1b. The mailing address of the corporation is: 601 West 50th Street
Miami Beach, FL 33140

1c. Date of Incorporation: 2/2/96 Document number: P96000010690

2. The name and address of the current registered agent and office:
CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)
LESTER WALDER
601 West 50th Street
Miami Beach, FL 33140

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Lester Walder 12/20/96
(Signature of an officer, chairman or vice chairman of the board) (Date)

LESTER WALDER, President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Lester Walder 12/20/96
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

LESTER WALDER
(Typed or Printed Name)

President & New Registered Agent
(Capacity)

FILED
97 JAN -6 AM 10:04
TALLAHASSEE, FLORIDA