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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE ENTERPRISE KIT COMPANY

DEPARTMENT OF STATE

1452 W. FLAGLER ST.

STATE OF FLORIDA

SUITE 200

109 EAST BAYVIEW STREET

MIAMI FL 33136

FAX (904) 331-2000

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: LEACHMAN ENTERPRISES, INC.

FAX AUDIT NUMBER: H96000001730

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/06/1996

TIME REQUESTED: 11:22:27

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CERTIFICATE OF STATUS: 0

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Name: James 504-520
P.A. Corp. - Pfeffer 520

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TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: LEACHMAN ENTERPRISES, INC.
REF: W96000002772

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

NAME DIFFER ON THE REGISTERED AGENT CERTIFICATE !!!!!!!

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000001730
Letter Number: 096A00005188

ARTICLES OF INCORPORATION

OF

Leachman Enterprises, Inc.

The undersigned party to these Articles of Incorporation, a natural person competent to contract, hereby for and incorporate a corporation for profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be: Leachman Enterprises, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3310 West Hillsboro Blvd
Deerfield Beach, Fl 33442

ARTICLE III CAPITAL STRUCTURE

The Corporation is authorized to issue five thousand shares of Common Stock, each share having a Par Value of one dollar.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Robert M. Kinder
10527 N.W. 45th Street
Coral Springs, Fl 33067

Prepared by: Gary McClain, 3310 West Hillsboro Blvd.
Deerfield Beach, Florida 33442
(305) 426-4086

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95 FEB -7 PM 34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V INCORPORATOR

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

Robert M Kinder
10627 N.W. 45th Street
Coral Springs, Fl 33067

The undersigned has executed these Articles of Incorporation


Signature/Title

ARTICLE VI - PURPOSE

The Corporation is organized for the following purposes:

1. For the purpose of transacting any of all lawful business permitted under the Laws of the United States and of the State of Florida.
2. For the purpose of engaging in any one or more of the acts and things herein set forth.

ARTICLE VII - VOTING RIGHTS

Except as otherwise provided by the law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares of Common Stock.

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ARTICLE VIII - PRE-EMPTIVE RIGHTS

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

ARTICLE IX - INITIAL BOARD OF DIRECTORS

the corporation shall have (1) director initially name and address of the initial director's of this Corporation is:

Robert M Kinder
10627 N.W. 45th Street
Coral Springs, Fl 33067

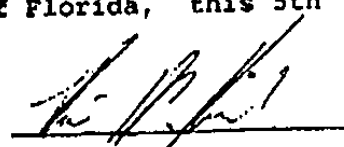
ARTICLE X - LENGTH OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to Law. Corporate existence shall commence on the date these Articles are executed.

ARTICLE XI - OFFICERS

The corporation shall have a President and a Secretary-Treasurer, and such other and/or additional officers as may be created from time to time by, and authorized by, its Bylaws.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 5th day of February 1996.



021000000970

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: Leachman Enterprises, Inc.
2. The name and address of the registered agent and office is:

Robert M Kinder
10627 N.W. 45th Street
Coral Springs, Fl 33442p

Signature [Signature]
(corporate officer)

Title PRESIDENT

Date 2/5/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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.

Signature [Signature]

Date 2/5/96

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TALLAHASSEE, FLORIDA
FEB-07-1996 13:25

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STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this 5th day of February 1996,
personally came and appeared before me, the undersigned
authority, Robert M. Kinder to me well known, and known to me
to be the person described in and who acknowledged to me that
they executed the foregoing Certificate of Incorporation as
their free and voluntary act and deed and for uses and
purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
on the day and year first above written.

Marie M. McClain
Notary Public
My Commission Expires:
2/5/96

MARIE M. McCLAIN
Notary Public, State of Florida
My Comm. Expires Apr 20, 1998
No. CC 386071
Bonded 1hr. @ Official Notary Service

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