

MAY-13-96 10:20 AM

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TXR 96 FLORIDA DIVISION OF CORPORATIONS
9:07 AM PUBLIC ACCESS SYSTEM (((H96000005894))) ELECTRONIC FILING COVER
SHEET TO: DIVISION OF CORPORATIONS FROM: FILINGS, INC. DEPARTMENT OF
STATE 3732 NW 16TH ST STATE OF FLORIDA 409 EAST GAINES STREET
FT LAUDERDALE FL 33311-0000 TALLAHASSEE, FL 32399 CONTACT: TERESA
ROMAN FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904)
385-6761 (((H96000005894))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION
OR P.A. NAME: LEO CORPORATION INC. FAX AUDIT NUMBER: H96000005894
CURRENT STATUS: REQUESTED DATE REQUESTED: 04/26/1996 TIME REQUESTED:
09:06:55 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF
PAGES: 3 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$70.00
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96 MAY 13 AM 10:27

DIVISION OF CORPORATIONS

Handwritten signature and date 5/13

April 26, 1996

FILINGS INC.

TALLAHASSEE, FL

SUBJECT: LEO CORPORATION INC.

REF: W96000009061

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an

existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Loria Poole
Corporate Specialist

FAX Aud. #: H96000005894
Letter Number: 996A00020079

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ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of the corporation is LED CORPORATION OF SOUTH FLORIDA, INC.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of the corporation shall be:
1770 S. Ocean Blvd.
Pompano Beach, FL 33064

ARTICLE III

This corporation is organized for the purpose of transacting all lawful business.

ARTICLE IV

This corporation is authorized to issue 100 shares \$1.00 per value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1770 S. Ocean Blvd., No. 704 Pompano Beach, FL 33062
HERBERT L. UMGEHER

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Herbert L. Umgeher
1770 S. Ocean Blvd. No. 704
Pompano Beach, FL 33062

ARTICLE VII - INCORPORATION

The name and address of the Incorporator signing these Article is:

The Law Office of Robert S. Sheldon
2700 West Atlantic Blvd. 2718
Pompano, FL 33069

LAW OFFICE OF ROBERT S. SHELDON
2700 WEST ATLANTIC BLVD. 2718
POMPAHO BEACH, FL 33069
PHONE: (954) 973-1410 FAX: (954) 973-1005 BAR # 435-700

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ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any stock of this corporation shall have the right to purchase his pro rata 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 - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

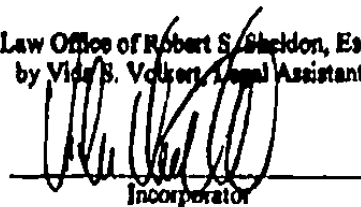
ARTICLE X - AMENDMENTS

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: April 24, 1996

Law Office of Robert S. Sheldon, Esq.
by Vicki S. Volken, Legal Assistant


Incorporator

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Certificate designating place of business or domicile for the service of process within Florida, naming agent whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

LEO CORPORATION OF SOUTH FLORIDA, INC.
First, that . . . , desiring to organize or qualify under the laws of the state of Florida, has named Herbert L. Umgeher, an individual residing at 1770 S. Ocean Blvd., Pompano Beach, FL 33064, as its agent to accept service of process within Florida.

Dated: 4/24/96

X [Signature]
Herbert L. Umgeher

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby 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 obligations of my position as registered agent.

Date: 4/24/96

X [Signature]
Herbert L. Umgeher

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