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KENNETH M. KALEEL, P.A.  
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KENNETH M. KALEEL

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July 10, 1996

State of Florida  
Department of State  
Corporate Division  
Post Office Box 6327  
Tallahassee, FL 32314

800001892128  
-07/12/96--01043--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: L.R. Miniatures Ltd., Inc.

Gentlemen:

Enclosed is the original and one (1) copy of the Articles of Incorporation regarding the above referenced corporation, together with this firm's check in the amount of \$122.50 representing the following charges:

\$70.00 - Filing Fee; and  
\$52.50 - Certified Copy of Articles of Incorporation

Please file the original Articles and return a certified copy of same to this office in the enclosed self-addressed stamped envelope provided herein.

Sincerely,

KENNETH M. KALEEL, P.A.

By: Kenneth M. Kaleel, Esquire

KMK/np  
Enclosures  
pc: client  
corporat' under\aoi.ltr

FILED  
JUL 12 1996  
TALLAHASSEE, FLORIDA

7/15/96  
JD

ARTICLES OF INCORPORATION  
OF  
L.R. MINIATURES LTD., INC.

FILED  
JUL 12 PM 12:40  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I. Name

The name of the corporation shall be: L. R. Miniatures Ltd., Inc.

Article II. Principal Office

The principal place of business and mailing address of this corporation shall be: 1088 W. Fairfax Circle, Boynton Beach, FL 33462.

Article III. Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares having a par value of one dollar (\$1.00) per share.

Article IV. Initial Registered Agent

The name and address of the initial registered agent is: Kenneth M. Kaleel, P.A., 555 North Congress Avenue, Suite 301, Boynton Beach, Florida 33426.

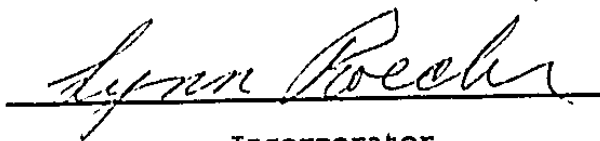
Article V. Incorporator

The name and address of the Incorporator to these Articles of Incorporation is: Lynn Roeder, 1088 W. Fairfax Circle, Boynton Beach, FL 33462.

Article VI. Directors

The name and address of each director of the corporation is:  
Lynn Roeder, President, Vice President, Secretary and Treasurer,  
1088 W. Fairfax Circle, Boynton Beach, FL 33462.

The undersigned has executed these Articles of Incorporation  
this 7 day of July, 1996.



Incorporator

CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned 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: L.R. Miniatures Ltd., Inc.
2. The name and address of the registered agent and office is: Kenneth M. Kaleel, P.A., 555 North Congress Avenue, Suite 302, Boynton Beach, Florida 33426.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

KENNETH M. KALEEL, P.A.

BY:   
Kenneth M. Kaleel, President

DATED: 7/10/96