

10/10/96

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10/15/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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2:52 PM

((H96000014505 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: GUNSTER, YOAKLEY, ETAL. (MIAMI OFFICE)
CONTACT: MARIA FELICIANO
PHONE: (305)376-6037

ACCT#: 076077002561

FAX #: (305)376-6010

NAME: LEO EQUITY GROUP, INC.

AUDIT NUMBER.....H96000014505

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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RECEIVED
96 OCT 16 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
96 OCT 16 PM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-17-96

TB 1967-47607

FAX AUDIT NO.: H96000014505

**ARTICLES OF INCORPORATION
OF
LEO EQUITY GROUP, INC.**

10/15/96

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

**Article I
Name and Principal Place of Business**

The name of the corporation is LEO EQUITY GROUP, INC.

The corporation's initial principal place of business shall be Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897.

**Article II
Duration and Existence**

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

THIS DOCUMENT PREPARED BY:

Mark J. Scheer, Esq.
Gunter, Yeakley, Valdes-Faul &
Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
Tel: (305) 376-6011

Florida Bar No.: 0719430

FAX AUDIT NO.: H96000014505

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96 OCT 16 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H9600014505

Article III
Nature of Business

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

Article IV
Mailing Address

The initial mailing address of the corporation is Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897.

Article V
Capital Stock

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand five hundred (1,500) shares of common stock each having \$1.00 par value.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative Voting.** Cumulative voting shall not be permitted.

Article VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, and the name of the initial registered agent of this corporation at that address is Valdes-Fauli Corporate Services, Inc.

Article VII
Directors

(a) **Number.** This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

FAX AUDIT NO.: HD600014305

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

NameStreet Address

Frances W. Murray

c/o Gunster, Yoakley, et. al.
2 South Biscayne Boulevard, Ste. 3400
Miami, Florida 33131

Frank Leo

c/o Gunster, Yoakley, et. al.
2 South Biscayne Boulevard, Ste. 3400
Miami, Florida 33131

Robert Green

c/o Gunster, Yoakley, et. al.
2 South Biscayne Boulevard, Ste. 3400
Miami, Florida 33131

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article VIII
Indemnification

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

FAX AUDIT NO.: H96000014505

- (1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

Article IX **Bylaws**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X **Incorporator**

The name and street address of the incorporator of this corporation are:


Mark J. Scheer, Esq.
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
2 South Biscayne Boulevard, Ste. 3400
Miami, Florida 33131

FAX AUDIT NO.: H96000014505

Article XI
Amendment

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

IN WITNESS WHEREOF, the incorporator has executed these Articles on October 15, 1996.



Mark J. Scheer, Esq., Incorporator

FAX AUDIT NO.: H96000014505

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

LEO EQUITY GROUP, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Valdes-Fauli Corporate Services, Inc., located at Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, as its agent to accept service of process within Florida.

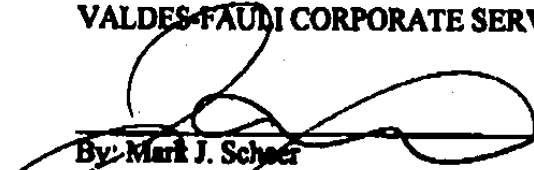

Mark J. Scheer, Esq.
Incorporator

FILED
96 OCT 16 PM 3:48
CLERK OF STATE
TALLAHASSEE, FLORIDA

Dated: October 15, 1996

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, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

VALDES-FAULI CORPORATE SERVICES, INC.


By: Mark J. Scheer
Title: Vice-President

Dated: October 15, 1996

133544

07/23/97 WED 10:20 FAX 305 376 8010

GYV-FAS, P.A.

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7/22/97
6:06 PM

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FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS BY THE
ELECTRONIC FILING COVER SHEET

((H97000011966 3))

TO: DIVISION OF CORPORATIONS
(850) 922-4000

FAX #:

FROM: GUNSTER, YOAKLEY, ETAL. (MIAMI OFFICE)
076077002561

ACCT#:

CONTACT: ASTRID BUTTARI
PHONE: (305) 376-6023
(305) 376-6010

FAX #:

NAME: LEO EQUITY GROUP, INC.

AUDIT NUMBER.....H97000011966

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

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97 JUL 23 PM 4:57
DIVISION OF CORPORATIONS

07-24-97
DC
Amended &
Restated
Art.

07/23/97 WED 09:55 FAX 305 376 6010

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001

7/22/97
6:06 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000011966 3))

TO: DIVISION OF CORPORATIONS
(850) 922-4000

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FROM: GUNSTER, YOAKLEY, ETAL. (MIAMI OFFICE)
076077002561

ACCT#:

CONTACT: ASTRID BUTTARI
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NAME: LEO EQUITY GROUP, INC.

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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

July 23, 1997

LEO EQUITY GROUP, INC.
ONE BISCAYNE TOWER, STE 3400
TWO SOUTH BISCAYNE BLVD.
MIAMI, FL 33131-1897

SUBJECT: LEO EQUITY GROUP, INC.
REF: F96000085680

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The Articles of Incorporation were filed on 10/16/97, effective 10/15/96. Please correct your document accordingly.

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 (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000011966
Letter Number: 897A00037382

FAX AUDIT NO.: H97000011966

**RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
LEO EQUITY GROUP, INC.**

The undersigned President and Secretary of Leo Equity Group, Inc., pursuant to Section 607.1007 of the Florida Business Corporation Act, hereby submit the following Restated and Amended Articles of Incorporation and in connection therewith certify as follows:

1. The name of this corporation is LEO EQUITY GROUP, INC.
2. The corporation was originally incorporated on October 16, 1996, effective October 15, 1996.
3. This Restatement and Amendment of the Articles of Incorporation was adopted by the Shareholders of the Corporation on July 9, 1997, intending such Restatement and Amendment to be effective as of October 15, 1996, pursuant to Sections 607.0704 and 607.1007 of the Florida Business Corporation Act by written consent in lieu of a meeting and by which a sufficient number of votes necessary for approval was received.
4. The Articles of Incorporation of Leo Equity Group, Inc. are hereby Restated and Amended as follows:

THIS DOCUMENT PREPARED BY:

Mark J. Scheer, Esq.
Gunter, Yoakley, Valdes-Fauli &
Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
Tel: (305) 376-6011

FILED
97 JUL 23 PM 4: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Bar No.: 0710430

FAX AUDIT NO.: H97000011966

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Article I
Name and Principal Place of Business

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The corporation's initial principal place of business shall be Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897.

Article II
Duration and Existence

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

Article III
Nature of Business

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

Article IV
Mailing Address

The initial mailing address of the corporation is Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897.

Article V
Capital Stock

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand five hundred (1,500) shares of common stock each having \$1.00 par value.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

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- (c) Cumulative Voting. Cumulative voting shall not be permitted.

Article VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, and the name of the initial registered agent of this corporation at that address is Valdes-Fauli Corporate Services, Inc.

Article VII
Directors

- (a) Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

- (b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Francis W. Murray*	c/o Gunster, Yoakley, et. al. 2 South Biscayne Boulevard, Ste. 3400 Miami, Florida 33131
Frank Leo	c/o Gunster, Yoakley, et. al. 2 South Biscayne Boulevard, Ste. 3400 Miami, Florida 33131
Jack Mariucci	c/o Gunster, Yoakley, et. al. 2 South Biscayne Boulevard, Ste. 3400 Miami, Florida 33131

*The name "Frances W. Murray as reflected in the Articles of Incorporation of the corporation as originally filed is hereby amended to correctly read "Francis W. Murray".

- (c) Compensation. The board of directors is hereby specifically authorized to

FAX AUDIT NO.: H97000011966

make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article VIII
Indemnification

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

- (1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had

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no reasonable cause to believe that his conduct was unlawful.

Article IX
Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X
Incorporator

The name and street address of the incorporator of this corporation are:

Mark J. Scheer, Esq.
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
2 South Biscayne Boulevard, Ste. 3400
Miami, Florida 33131

Article XI
Amendment

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

FAX AUDIT NO.:
H97000011966

The foregoing Restated and Amended Articles of Incorporation restate, integrate and amend in accordance with Section 6007.1003 the provisions of the corporation's Articles of Incorporation and there is no discrepancy between those provisions and the provisions of the Restated Articles of Incorporation.

Leo Equity Group, Inc.

By: Frank Leo
Frank Leo, President

Attest: Francis Murray
Francis Murray
Secretary

STATE OF FLORIDA)
 PALM) ss:
COUNTY OF BEACH)

The foregoing instrument was acknowledged before me on July 9, 1997 by Frank Leo and Francis Murray known personally by me or having presented identification.

Sally J. Gilmore
Notary Public
Name: Sally J. Gilmore
Title: _____

[NOTARIAL SEAL]

My Commission Expires: September 9, 1997

196029



SALLY J. GILMORE
MY COMMISSION & CERTIFICATE EXPIRES
September 9, 1997
ISSUED BY THE FLORIDA BAR ASSOCIATION, INC.

FAX AUDIT NO.:
H97000011966