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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: LEOLIND, INC.

AUDIT NUMBER.....H96000015763

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

CERT. OF STATUS..0

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EMPIRE CORPORATE KIT

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ARTICLES OF INCORPORATION

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OF

LEOLIND, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation.

ARTICLE ONE

NAME

The name of the corporation is:

LEOLIND, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is ONE HUNDRED (100), all of which shall be common shares without par value.

This instrument prepared by Mazen M. Sukkar, P.A.
Attorney at Law, Florida Bar #0717691.
2435 Hollywood Blvd. Suite 202, Hollywood, FL 33022
305-922-2836

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ARTICLE FIVEPREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SIXPRINCIPLE/REGISTERED OFFICE

The street and mailing address of the initial principle and registered office of the corporation is:

C/O 1750 S. OCEAN BLVD., #408
POMPANO BEACH, FLORIDA 33062

The registered agent at such address is:

JOAN LINDER

ARTICLE SEVENDIRECTORS

The Board of Directors of the corporation shall consist of TWO members.

The names and addresses of the first board of directors are:

NAME	ADDRESS
JOSE LEON	C/O 1750 S. OCEAN BLVD., #408 POMPANO BEACH, FLORIDA 33062
JOAN LINDER	C/O 1750 S. OCEAN BLVD., #408 POMPANO BEACH, FLORIDA 33062

ARTICLE EIGHTINCORPORATORS

The names and addresses of the incorporators are:

NAME	ADDRESS
JOAN LINDER	C/O 1750 S. OCEAN BLVD., #408 POMPANO BEACH, FLORIDA 33062

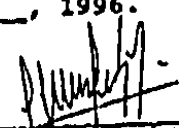
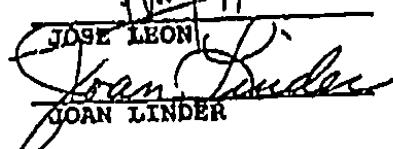
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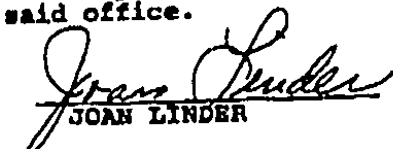
ARTICLE NINE**COMMENCEMENT OF EXISTENCE**

The Corporation shall be deemed to commence its existence as of the date of filing these Articles of Incorporation.

IN WITNESS THEREOF, We have subscribed our names
this 7th day of November, 1996.


JOSE LEON
JOAN LINDER**ACKNOWLEDGMENT:**

Having been named initial registered agent for the above stated corporation, at the initial registered office, designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open said office.


JOAN LINDER

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