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ACCOUNT NO. : 072100000032

REFERENCE : 260755 4303929

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pajito

ORDER DATE : February 14, 1997

ORDER TIME : 10:05 AM

ORDER NO. : 260755-005

300002087843--2

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: LEVERAGE MARKETING GROUP,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
97 FEB 14 PM 3 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB 14 AM 11:01
DEPARTMENT OF REVENUE
DIVISION OF REGISTRATION
TALLAHASSEE, FLORIDA

2-14-97
KR

**ARTICLES OF INCORPORATION
OF
LEVERAGE MARKETING GROUP, INC.**

FILED
97 FEB 14 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is LEVERAGE MARKETING GROUP, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2800 Island Boulevard, #2601, North Miami, Florida 33160.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, Suite 2100, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is Jeffrey Oshinsky.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two, and the

names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

David Kronrad
2800 Island Boulevard, #2601
North Miami, Florida 33160

Jeffrey Oshinsky
2800 Island Boulevard, #2601
North Miami, Florida 33160

ARTICLE VII

The name of the Incorporator is Jeffrey Oshinsky and the address of the Incorporator is 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 13 day of February, 1997.


Jeffrey Oshinsky
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of LEVERAGE MARKETING GROUP, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


Jeffrey Oshinsky

Dated: February 13, 1997

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TALLAHASSEE, FLORIDA