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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: LEODAR CORP.

AUDIT NUMBER.....H98000009437

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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Leodar- "made up word"

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98 MAY 20 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 5/20/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 20, 1998

EMPIRE

SUBJECT: LEODAR CORP.
REF: W98000011465

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.

Please provide an English translation for the entity's name in your cover letter.

IF THIS IS A MADE UP WORD OR SOMEONE'S LAST NAME, PLEASE INDICATE SO ON THE COVER SHEET.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburger
Document Specialist

FAX Aud. #: H98000009437
Letter Number: 398A00028094

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**ARTICLES OF INCORPORATION
OF**

FILED

98 MAY 20 AM 8:46

LEODAR CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this Corporation is **LEODAR CORP.**

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue and have outstanding at any one time an aggregate number of shares of 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is Lazara Diaz, 6246 SW 10 Terrace, Miami, FL 33144. The principal place of business of the corporation shall be 6246 SW 10 Terrace, Miami, FL 33144.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have One (1) Director initially. The number of Directors may be increased or decreased from time to time by the Bylaws, but shall never be less than One (1) The names and address of the initial Director are:

NAME	ADDRESS
Lazara Diaz	6246 SW 10 Terrace Miami, FL 33144

Prepared by: Herminia Rosario
Rosario & Associates,
4410 W 16th Ave. #2
Hialeah, Florida 33012
Phone (305) 828-8622
Fax (305) 828-4657

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ARTICLE VII-LAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII-INDEMNIFICATION

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

ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X-INCORPORATOR

The person signing these articles is Lazara Diaz, 6246 SW 10th Terrace Miami, FL, 33144.

ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 14 day of May 1998


Lazara Diaz

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ACCEPTANCE BY REGISTERED AGENT

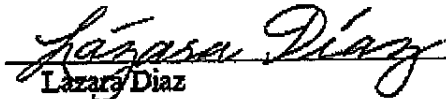
Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

LEODAR CORP., a Florida Corporation organized under the laws of the State of Florida has named Lazara Diaz of 6246 SW 10 Terrace, Miami, FL 33144, Dade County, State of Florida, as its agent to accept service of process within this state.


Lazara Diaz

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR LEODAR CORP., LAZARA DIAZ, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated this 14 day of May, 1998


Lazara Diaz

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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