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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

LEON GALEY, INC.

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ARTICLES OF INCORPORATION
OF
LEON GALEY, INC.

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

Article 1. The name of the Corporation is:

LEON GALEY, INC.

Article 2. The Corporation is formed for the following purposes:

To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

To do such other things as are incidental to the purposes of the Corporation as may be necessary or desirable in order to accomplish them.

The provisions of this Article shall be construed as purposes and objects, and the matters expressed in each provision hereof shall not be limited in any way, except as otherwise expressly provided herein, by reference to or inference from the terms of any other provision hereof, and shall be regarded as independent purposes and objects. The enumeration of specified purposes and objects shall not be construed to exclude, limit or otherwise restrict in any manner any power, right or privilege given to the Corporation herein or by law, or to limit or restrict in any manner the meaning of the provisions hereof, or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

Article 3. The street address of the registered office of the Corporation in the State of Florida is 10057 N.W. 4th Street, Plantation, Florida 33324, and the name of the Corporation's initial registered agent upon whom process against the Corporation may be served at said registered office is LEON GALEY.

Article 4. The street address of the initial principal office of the Corporation is 5520 N.E. 4th Avenue, Miami, Florida 33137.

Article 5. The total number of shares of stock which the Corporation shall have authority to issue is 1000 shares, \$1.00 par value, all of which shall be of the same class and all of which are designated as common stock.

Article 6. No shareholder of the Corporation, by reason of the holding of shares by such shareholder, shall have any preemptive right to purchase, subscribe to, or have first offered to, any shares of any class of the Corporation, presently or subsequently authorized, or any notes, debentures, bonds or other securities of the Corporation convertible into, or carry options or warrants

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to purchase, shares of any class, presently or subsequently authorized (whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities would adversely affect the dividend or voting rights of such shareholders), other than such rights, if any, as the Board of Directors in its sole discretion from time to time may grant, at such prices as the Board of Directors in its discretion may fix. The Board of Directors may issue shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class without offering any such shares of any class, either in whole or in part, to the existing shareholders of any class.

Article 7. The number of directors constituting the initial Board of Directors of the Corporation is one. The number of directors of the Corporation may be increased or decreased pursuant to the bylaws of the Corporation, and so long as there are less than three shareholders, the number of directors may be less than three but not less than the number of shareholder. The name and address of each person who is to serve as a director until a successor is elected and qualifies are: LEON GALEY having an address at 10057 N.W. 4th Street, 10057 N.W. 4th Street.

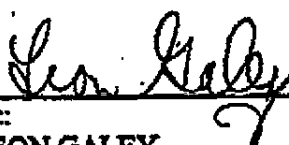
Article 8. The name of the incorporator is LEON GALEY, and the mailing address of the incorporator is 10057 N.W. 4th Street, Plantation, Florida 33324.

Dated: January 20, 1999.


 print:
 LEON GALEY
 Incorporator

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in the Articles of Incorporation, 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 obligations of my position as registered agent.

Dated: January 20, 1999


 print:
 LEON GALEY

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