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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.**LEO'S CUSTOM WORK, INC.**

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ARTICLES OF INCORPORATION
OF

LEO'S CUSTOM WORK, INC.

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

ARTICLE I NAME

The name of the corporation shall be:

LEO'S CUSTOM WORK, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**9745 S. W. 161st STREET
MIAMI, FL 33157**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

FIVE HUNDRED (500) SHARES @ \$1.00/PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**LEONARD ALFONSO
9745 S.W. 161st STREET
MIAMI, FL 33157**

Prepared By: Quality Accounting & General Services Corp.
6555 NW 36th Street, Suite 328
Virginia Gardens, Fl 33166-6975
(305)870-9670

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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

**LEONARD ALFONSO
9745 S.W. 161st STREET
MIAMI, FL 33157**

The undersigned has(have) executed these Articles of Incorporation this 23rd day
of FEBRUARY, 19 99.


LEONARD ALFONSO - P/VP/T/S/D

Signature/Title

Signature/Title

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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.

1. The name of this corporation is:

LEO'S CUSTOM WORK, INC.

2. The name and address of the registered agent and office is:

LEONARD ALFONSO

(NAME)

9745 S.W. 161ST STREET

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL 33157

(CITY/STATE/ZIP)

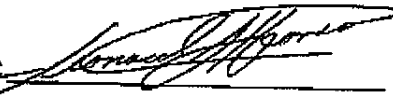
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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE 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.

SIGNATURE

DATE


2.23.99

PREPARED BY: QUALITY ACCOUNTING & GENERAL SERVICES CORP.
6555 N.W. 36TH STREET, SUITE 328
VIRGINIA GARDEN'S, FL 33166-6975