



CREDIT FIX

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PH. (305) 261-8000
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April 12, 1999

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Florida Department of State
Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, FL 32399

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*****78.75 *****78.75

To Whom It May Concern:

Enclosed please finds the following documents:

1. Original Articles of Incorporation for LEAD GR TECHNOLOGIES, INC.
2. Check # 238 on the amount of \$78.75, as appropriate fee.

FILED
99 APR 19 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you have any question, please do not hesitate to call us at (305) 261-8000.

Truly yours,

CREDIT FIX

Dmc
4/22/99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
LEAD GR TECHNOLOGIES, INC.**

The undersigned person, acting as incorporator of a corporation organized under the laws of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is: **LEAD GR TECHNOLOGIES, INC.**

**ARTICLE II
SHARES**

The total number of shares which the corporation shall have authority to issue is 1000, shares of par value With a par value of \$ 1.00 per share.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such addresses is:

**HECTOR I. GESSA
31 NW 24th Avenue
MIAMI DADE COUNTY
MIAMI, FL 33125**

THE PRINCIPAL ADDRESS IS THE SAME.

**ARTICLE IV
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE V
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

HECTOR I. GESSA
31 NW 24th Avenue
MIAMI DADE COUNTY
MIAMI, FL 33125

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

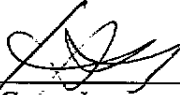
**ARTICLE VI
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

CERTIFICATION

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Hector I. Gessa, Incorporator
31 NW 24th Avenue
Miami, FL 33125

ACCEPTANCE OF REGISTER AGENT

The undersigned hereby accepts appointment as initial register agent of the above Corporation.



HECTOR I. GESSA