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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MICHAEL J. ORLANDO

September 2, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/07/99-01120-013
*****78.75 *****78.75

Re: Articles of Incorporation of Leaping Minds, Inc.

Ladies and Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$78.75 representing payment in full of the filing fees. Please process same and return a certified copy to me at the above-listed address.

Thank you for your attention to this matter. Should you have any questions, comments or suggestions, please do not hesitate to call at the above-listed address.

Very truly yours,



Michael J. Orlando, Esq.

MJO/rmt

Enclosures.

9/13/99 ✓

**ARTICLES OF INCORPORATION OF
LEAPING MINDS, INC.**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation shall be **LEAPING MINDS, INC.**, with its principal place of business located at **1707 S.E. 14th Street, Ft. Lauderdale, Florida 33316**.

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is **100** shares of common stock having a par value of **\$1.00** per share.

ARTICLE V - INITIAL REGISTERED OFFICE AGENT

The initial registered office of this Corporation shall be **320 Davie Boulevard, Ft. Lauderdale, Florida 33315**, and the initial registered agent of this Corporation shall be **Michael J. Orlando, Esq.**, who upon this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of 1 member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than **1** nor more than **10**. The name and address of the director constituting the initial Board of Directors are:

Name: _____ Address: _____

Gregory Macneir

**1707 S.E. 14th Street
Ft. Lauderdale, Florida 33316**

ARTICLE VII - INITIAL OFFICERS

The name and street addresses of the first officers of this corporation, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified are the following:

<u>Name:</u>	<u>Office:</u>	<u>Address:</u>
Gregory Macneir	President	1707 S.E. 14 th Street Ft. Lauderdale, Florida 33316
Lisa Macneir	Secretary	1707 S.E. 14 th Street Ft. Lauderdale, Florida 33316

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME:</u>	<u>ADDRESS:</u>
Michael J. Orlando, Esq.	320 Davie Boulevard Ft. Lauderdale, Florida 33315

ARTICLE VIII - AMENDMENTS

These Articles of Incorporation may be amended by simple majority of the Board of Directors.

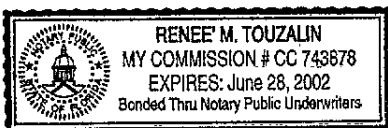
I have made, subscribed and acknowledged these Articles of Incorporation on the 31 day of August, 1999.



Michael J. Orlando, Esq.
Incorporator

STATE OF FLORIDA }
COUNTY OF BROWARD }

The foregoing Articles of Incorporation of Leaping Minds, Inc. were acknowledged before me this 31 day of August, 1999 by Michael J. Orlando, Esq., Incorporator.





NOTARY PUBLIC, State of Florida
Print Name: Renee M. Touzalin

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Leaping Minds, Inc., at the place designated in the Articles of Incorporation, Michael J. Orlando, Esq. agrees to act in this capacity, and agrees to comply with the provisions of §48.091 relative to keeping open such office.

Dated: August 31, 1999



Michael J. Orlando, Esq.

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TALLAHASSEE, FLORIDA