

PO1000042320

Law Offices Of  
**GEORGE V. MATLOCK**  
Attorney At Law

1545 Raymond Diehl Road  
Tallahassee, Florida 32308  
Tel. (850) 386-1115  
Toll Free (800) 739-4242

Post Office Box 12200  
Tallahassee, FL 32317  
Tel. (850) 385-1657

April 26, 2001

FILED  
APR 26 PM 2:34  
RECEIVED  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE

**Via Hand Delivery**

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Lea-Lee Enterprises, Inc.

100004080981--5  
-04/26/01--01062--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

Enclosed for filing is an original and one copy of Articles of Incorporation for the above Corporation. I also have enclosed my check in the amount of \$78.75, representing the applicable filing fees including the \$8.75 fee for a certified copy.

I request that you call my office to pick up the filed Articles when ready. Thank you for your assistance.

Sincerely,

*George V. Matlock*  
George V. Matlock

*Call when ready*

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 APR 26 PM 12:08  
NOT TENDERED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

*OK per  
Kiv*

J. BRYAN APR 26 2001

4

**ARTICLES OF INCORPORATION  
OF  
LEA-LEE ENTERPRISES, INC.**

**FILED**  
01 APR 26 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I**

The name of the corporation shall be LEA-LEE ENTERPRISES, INC.

**ARTICLE II**

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act. The duration of the corporation is perpetual.

**ARTICLE III**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is 1000 shares. All such shares shall be of a single class, designated as common. Said shares shall have a par value of ten cents (\$0.10) per share.

**ARTICLE IV**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

## ARTICLE V

The corporation elects to have preemptive rights.

## ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

## ARTICLE VII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

## ARTICLE VIII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and address is as follows:

Tony L. Whitfield  
Post Office Box 12200  
Tallahassee, Florida 32317-2200

ARTICLE IX

The initial registered agent of the corporation is George V. Matlock. The address of the corporation's initial registered office is 1545 Raymond Diehl Road, Suite 300, Tallahassee, Florida 32308.

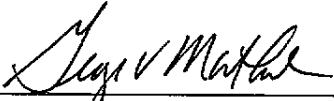
ARTICLE X

The principal place of business and mailing address of this corporation shall be: 1545 Raymond Diehl Road, Suite 300, Tallahassee, Florida 32308.

ARTICLE XI

The name and address of the incorporator to these Article of Incorporation is George V. Matlock, 1545 Raymond Diehl Road, Suite 300, Tallahassee, Florida 32308.

The undersigned incorporator has executed these Articles of Incorporation this 26<sup>th</sup> day of April, 2001.

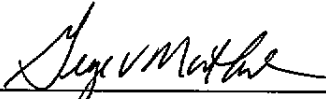


George V. Matlock, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

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.

Dated this 26<sup>th</sup> day of April, 2001.



George V. Matlock, Registered Agent

**FILED**  
01 APR 26 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA