

P01000042320

George V Matlock

Requestor's Name

1545 Raymond Diehl Rd, Suite 300

Address

Tallahassee, FL 32311 930 386-1115

City/State/Zip

Phone # 4105

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Lea-Lee Enterprises Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials	
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SEP 11 2002

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

Pursuant to the provisions of Section 607.1007, Florida Business Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its Board of Directors, hereby adopts the following restated Articles of Incorporation:

ARTICLE 1

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

ARTICLE 2

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 3

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is 10,000 shares. All such shares shall be of a single class, designated as common. Said shares shall have a par value of ten dollars (\$10.00) per share.

ARTICLE 4

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.

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ARTICLE 5

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 6

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholders meeting, with not less than a majority vote of the common stock.

ARTICLE 7

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
602 Nautilus Drive
St. Joe Beach, Florida 32456

ARTICLE 8

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.

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ARTICLE 9

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

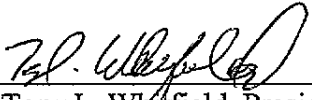
ARTICLE 10

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 foregoing restated Articles of Incorporation restate and integrate and amend, in accordance with Section 607.1006 of the Florida Business Corporation Act, the provisions of the corporation=s Articles of Incorporation as theretofore amended, and there is no discrepancy between those provisions and the provisions of the Restated Articles of Incorporation.

Dated August 29, 2002.

LEA-LEE ENTERPRISES, INC.

By: 
Tony L. Whitfield, President

CERTIFICATE

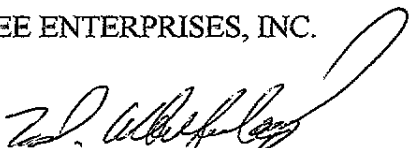
In accordance with Section 607.1007(4), Florida Statutes, it is hereby certified that:

The Board of Directors adopted the Restated Articles and the amendments to the Articles appearing in the Restated Articles were duly approved by the Shareholders in accordance with the Florida Business Corporation Act, and the information required in Section 607.1006 is set forth as follows:

The amendments were approved by the shareholders. The number of votes cast were sufficient for approval.

Dated August 29, 2002.

LEA-LEE ENTERPRISES, INC.

By: 
Tony L. Whitfield, President