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| NonProfit | Resignation of R.A., Officer/Director | |
| Limited Liability | Change of Registered Agent | |
| Domestication | Dissolution/Withdrawal | |
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| OTHER FILINGS | REGISTRATION/ QUALIFICATION | |
| Annual Report | Foreign | |
| Fictitious Name | Limited Partnership | |
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Other

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Examiner's Initials

ARTICLES OF INCORPORATION OF

LEEPO, INC.

The undersigned, acting as incorporators under the provisions of the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is:

LEEPO, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation is being organized for the transaction of any and all lawful business permitted under the Florida Business Corporation Act and the laws of the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue is Three Thousand (3,000) shares with a par value of ONE DOLLAR (\$1.00) each. All of the shares are of one class only.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation is: 1104 South 8th Street, Fernandina Beach, Florida 32034. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have six directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name and post office address of the initial directors, who shall hold office for the first year of corporate existence or until their successors are elected or appointed and have qualified are:

| <u>DIRECTOR</u> | ADDRESS |
|-------------------|--|
| Daniel B. Leeper | Post Office Box 250 Fernandina Beach, FL 32035 |
| Kate D. Leeper | Post Office Box 250 Fernandina Beach, FL 32035 |
| William H. Leeper | 1745 South Fletcher Avenue Fernandina Beach, FL 32034 |
| Emma L. Leeper | 1745 South Fletcher Avenue Fernandina Beach, FL 32034 |
| Johnny J. O'Quinn | 423 Bonnieview Road Fernandina Beach, FL 32034 |
| Brenda L. O'Quinn | 423 Bonnieview Road Fernandina Beach, FL 32034 |

ARTICLE VIII. INCORPORATOR

The name and post office address of the incorporator of this corporation is: Emma L. Leeper, 1745 South Fletcher Avenue, Fernandina Beach, FL 32034.

ARTICLE IX. OFFICERS

The name and post office addresses of the officer who shall hold office for the first year of corporate existence or until his successor is elected or appointed is:

NAME OFFICE

Emma L. Leeper President

Kate D. Leeper Vice-President

Brenda L. O'Quinn Secretary/Treasurer

ARTICLE X. REGISTERED AGENT

The name and address of the initial registered agent of this corporation is: Emma L. Leeper, 1724 South Fletcher Avenue, Fernandina Beach, FL 32034.

ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the issued and outstanding stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made. Each and every action

required to be voted upon and thereby approved by the stockholders shall be approved by a majority vote of the stockholders.

EXECUTED this 11 TH day of June, 2004.

EMMA L. LEEPER, INCORPORATOR

STATE OF FLORIDA

COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this __// day of June, 2004, by EMMA L. LEEPER, who is personally known to me or who presented _____ as identification and who did take an oath.



Name: Lottie Lathrop Starratt
Notary Public, State of Florida

My Commission Expires: 4/25/07

<u>CERTIFICATION OF DESIGNATION</u> REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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 the corporation is:

LEEPO, INC.

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

EMMA L. LEEPER

(Name)

1724 South Fletcher Avenue (P. O. Box not acceptable)

Fernandina Beach, FL 32034

(City/State/Zip)

Signature (

(corporate officer)

Title INCORPORATOR

Date June 11, 2004

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 C

EMMA L. LEEPER

Date

June 11, 2004

Registered Agent Filing Fee: \$35.00