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P95000020737

March 8, 1995

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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-03/13/95--01068--017
****122.50 ****122.50

Re: Leonard McLeod Investments, Inc.

Gentlemen:

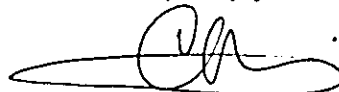
Enclosed herewith please find the original and one copy of the Articles of Incorporation of the above captioned corporation, together with this firm's check, payable to your order, in the amount of \$122.50, representing the following costs and fees:

Filing Fee	\$35.00
Certified Copy (1)	52.50
Registered Agent Filing Fee	<u>35.00</u>
TOTAL	\$122.50

Please certify and return the copy to my office.

Thank you for your attention and cooperation in this matter.

Very truly yours,



Charles R. McKinnon

CRM/jkl
Enclosures

P95000020737
3/14/95

FILED
MAR 10 1995
TALLAHASSEE, FLA.

**ARTICLES OF INCORPORATION
OF
LEONARD McLEOD INVESTMENTS, INC.**

FILED
MAR 12 PM 3:51
STATE OF FLORIDA
TALLAHASSEE

ARTICLE I

The name of the proposed corporation shall be **LEONARD McLEOD INVESTMENTS, INC.**

ARTICLE II

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE III

The general nature of the business to be transacted by the corporation shall be to buy, sell, own, lease, rent or sublease buildings, parts of buildings, homes, manufacturing plants, hotels, motels and other types of improved property; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another, services and tangible or intangible personal property of every nature and description; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another, real estate of every nature and description; to construct buildings and otherwise improve real estate and dedicate streets and other thoroughfares therein; to employ such persons, firms or corporations as may be reasonably necessary to assist in the business of the corporation; and to otherwise engage in any activity or business permitted under the laws of the United States and of the State of Florida. The corporation shall also have the power to issue bonds, debentures or obligations for any lawful purpose of the corporation and to secure the same by encumbering any or all of its property and to sell or otherwise dispose of any or all of such bonds, debentures or obligations, all in such manner and upon such terms as the directors may deem proper; and to lend and advance money or give credit to such persons and on such terms as the directors may deem expedient, and in particular to customers and others doing business with the corporation and to give guarantee or become surety for any persons; to assist in the organization, development, financing and refinancing of other worthy business enterprises heretofore or hereafter carried on by any corporation, copartnership, individual or individuals; to hold, vote and exercise all of the rights of holders and owners of such stock of other corporations and to delegate to any of its officers

the power to hold, vote and exercise all the powers of any corporation, the stock of which shall be owned or controlled by this corporation, except as prohibited by law; to act as agent, broker or factor in any lawful business for any party or parties; and to adopt and prescribe Bylaws, rules and regulations appropriate for the transaction of the business of this corporation, either by the terms of this charter, by law in express terms, or by implication, and to amend the same; and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation; with all the powers now or hereafter conferred by the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IV

The amount of capital stock authorized for the corporation is a maximum of seven thousand five hundred (7,500) shares of common stock having a par value of one dollar (\$1.00) per share and which shall be issued as fully paid and nonassessable. The stock of this corporation shall be so assigned, issued and transferred only in accordance with such Bylaws as the corporation shall from time to time make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the Company.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series, as to that which such shareholder already holds, shall have the right to purchase the shareholder's prorata share thereof (as nearly as may be done without issuance of a fractional share) at the price at which it is offered to others.

ARTICLE VI

The street address of the initial registered office of the corporation is 735 Tides Road, Vero Beach, Florida 32963, and the name of the initial registered agent of the corporation at that

address is Jerry Strom.

ARTICLE VII

The principal place of business of said corporation is to be 735 Tides Road, Vero Beach, Florida 32963, with the privilege of having branch offices at other places within or without the State of Florida as may be designated.

ARTICLE VIII

The number of directors of this corporation shall not be less than one (1) nor more than five (5).

ARTICLE IX

The names and street addresses of the first Board of Directors of this corporation who, subject to the provisions of the certificate of Articles of Incorporation, the Bylaws and Florida Statutes, shall hold office for the first year of this corporation's existence or until their successors are chosen and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jerry Strom	735 Tides Road Vero Beach, Florida 32963

ARTICLE X

The names and street addresses of the subscribers of this certificate of Articles of Incorporation and the number of shares of stock which each agree to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Jerry Strom	735 Tides Road Vero Beach, FL 32963	100

ARTICLE XI

In furtherance, and not in limitation, of the powers conferred by the Laws of the State of Florida, the Board of Directors is expressly authorized:

To make and alter the Bylaws of this corporation;

To fix the amount to be reserved as working capital over and above the paid-in capital stock of this corporation;

To borrow money for the use of the corporation and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation;

If the Bylaws so provide, to designate two or more of its number to constitute an Executive Committee, which Committee shall, for the time being, as provided in said resolution or Bylaws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation may in its Bylaws confer power upon its directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by statute.

ARTICLE XII

In case of loss or destruction of a certificate of stock, no new certificates shall be issued in lieu thereof, except upon satisfactory proof to the Board of Directors of such loss or destruction and upon the giving of satisfactory security by bond or otherwise against loss to the corporation. Any such new certificate shall be plainly marked "duplicate" upon its face.

ARTICLE XIII

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are in, or is a director or officer, or are directors or officers of, such other corporation, and any director or directors individually or jointly may be a party or parties to, or may be interested in, any contract or transaction of this corporation, or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm or corporation, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XIV

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

(A) Any limitations or restraint upon the transferability, alienation or assignment of

stock;

(B) Any limitation or restraint upon the encumbrance or pledge of stock;

(C) Any agreements conferring preemptive right of purchase upon stockholders as conditions precedent to the sale of any stock;

(D) Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and,

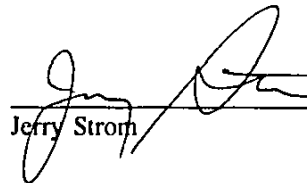
(E) Any and all such other agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by Bylaws of the corporation.

ARTICLE XV

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned, being the only subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of Florida law, does hereby make, subscribe, acknowledge and file this certificate, declaring and certifying the facts herein stated are true and does hereby agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly has set his hand and seal at Vero Beach, Indian River County, Florida, this 8 day of _____

March, 1995

 _____ (SEAL)
Jerry Strom

FILED
1995 MAR 13 PM 3:51
NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BE IT REMEMBERED, that on this 8 day of March, 1995, personally appeared before me, a Notary Public of the State of Florida, JERRY STROM, who has produced Florida Drivers License as identification or who is personally known to me to be the sole party to the foregoing certificate of Articles of Incorporation, and who has taken an oath and acknowledged the said certificate to be the act and deed of his, and that the facts therein stated are truly set forth for the purposes of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Vero Beach, Indian River County, Florida, on this the day and year last above written.

Juanita Lindsey
Notary Public, State of Florida



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of **LEONARD McLEOD INVESTMENTS, INC.**, and acknowledges that he is familiar with and accepts the obligations provided for in Florida Statute Section 607.0505.

Jerry Strom
Jerry Strom