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of counsel
DAVID B. VAN KLEECK, P.A.

March 18, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700001749717
-03/19/96--01120--013
****122.50 ****122.50

Re: LEIGHTON INVESTMENTS INC.

Via Federal Express

To Whom It May Concern:

Enclosed please find the Articles of Incorporation in connection with the above referenced and a check in the amount of \$122.50 representing the filing fee.

If you have any questions, please feel free to contact our office.

Yours Truly,



James B. Hayes

enclosure

JBH:ggg
compliance@state.fl

FILED
96 MAR 19 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESLER MAR 20 1996

**ARTICLES OF INCORPORATION
OF
LEIGHTON INVESTMENTS, INC.**

Article 1 - Name

The name of this corporation is LEIGHTON INVESTMENTS, INC.

Article 2 - Duration

This corporation shall exist perpetually commencing on the date of the filing of these Articles of Incorporation with the Department of State.

Article 3 - Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

Article 4 - Capital Stock

This corporation is authorized to issue One Thousand (1,000.00) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

Article 5 - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

PAUL LEIGHTON
c/o LEIGHTON INVESTMENTS, INC.
22352 Collington Drive
Boca Raton, Florida 33428

and the name of the initial registered agent of this corporation at that address is: PAUL LEIGHTON.

Article 6 - Principal Office and Mailing Address

The principal office of this corporation is:

22352 Collington Drive
Boca Raton, Florida 33428

The mailing address of this corporation is:

22352 Collington Drive
Boca Raton, Florida 33428

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 7 - Management of Corporation by Shareholders

All corporate powers shall be exercised by or under the authority of, the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

Article 8 - Incorporator

The name and address of the persons signing these articles is:

PAUL LEIGHTON
22352 Collington Drive
Boca Raton, Florida 33428

Article 9 - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article 10 - Indemnification

The corporation shall indemnify any officer, or any former officer to the full extent permitted by law.

Article 11 - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 18 day of March, 1996.


PAUL LEIGHTON

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared PAUL LEIGHTON who is personally known to me or who produced _____ as identification, who executed and acknowledged before me that said person executed the foregoing articles of incorporation and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid this 11th day of March, 1996.

My Commission Expires:

James B. Hayes
Notary Public



James B. Hayes
MY COMMISSION # CC526853 EXPIRES
March 3, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

**ACCEPTANCE BY REGISTERED AGENT
OF
LEIGHTON INVESTMENTS, INC.**

Having been named to accept service of process for the above stated corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of chapter 48.091, Florida Statutes, relative to keeping open said office.

PAUL LEIGHTON

Sworn to and subscribed before me this 18th day of March, 1996.

James B. Hayes
Notary Public

My Commission Expires:



James B. Hayes
MY COMMISSION # CC526653 EXPIRES
March 3, 2000
BONDED THRU TROY FARM INSURANCE, INC.

FILED
96 MAR 19 AM 8:01
CLERK OF STATE
TALLAHASSEE, FLORIDA