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Terril C. Neal
 Requestor's Name
 989 OCEANVIEW Dr.
 Address
 Fernandina Beach, Fl. 32034
 City/State/Zip Phone #

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Office Use Only

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

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

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 TALLAHASSEE, FLORIDA

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NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/ Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

*6/29/96
TB*

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

Examiner's Initials

ARTICLES OF INCORPORATION
OF
LEAPING LIZARDS OF AMELIA, INC.

The undersigned acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be:
LEAPING LIZARDS OF AMELIA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is:

1120 South 14th Street
Fernandina Beach, Florida 32034

ARTICLE III PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV CAPITAL STOCK

The aggregate number of shares of stock which the Corporation shall have authority to issue shall be one thousand (1,000) shares of no par value common stock. All of the Corporations issued stock shall be held by no more than thirty five (35) persons. The shares may be issued without certificate is so noted in a permanent record retained with these Articles of Incorporation and By-Laws. The Corporation shall make no offering of any of its stock which would constitute a "public offering".

ARTICLE V PRE-EMPTIVE RIGHTS

Each shareholder of this Corporation shall have the

first right to purchase shares of stock in this Corporation that may from time to time be issued. Each shareholder shall offer to the Corporation or to other shareholders a thirty (30) day first refusal option to purchase his stock. The right to purchase shall be deemed waived by any shareholder who does not exercise it and pay for the stock within thirty (30) days of receipt of notice from the Corporation or shareholder.

ARTICLE VI SHAREHOLDERS

All Corporate powers shall be exercised by or under the authority of and the business and affairs of the Corporation managed under the direction of the shareholders of this Corporation. This dispenses with a Board of Directors as authorized in Section 607.0801 subsection 3 of the Florida Statutes.

ARTICLE VII FUNDAMENTAL CHANGES

The affirmative vote of holders of fifty one percent (51%) of the outstanding shares of stock shall be necessary for the following Corporate action:

- (a) Amendments, alterations, changes or repeal of the Articles of Incorporation.
- (b) Sale, lease, exchange or mortgage of any property or assets of the Corporation.
- (c) Dissolution of the Corporation.

ARTICLE VIII SHAREHOLDERS RELIANCE ON CORPORATE RECORDS

A shareholder shall not be liable for dividends illegally declared, distributions illegally made to shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the Officers of the Corporation having charge of the books of account, or by an independent or certified accountant to clearly reflect the financial condition of the Corporation, nor shall he be liable if in good faith in determining the amount available for dividends or distributions he considers the assets to be of ample value.

ARTICLE IX LONG TERM EMPLOYMENT CONTRACTS

The shareholders may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year and any By-Law provision for annual election shall be without prejudice to the contract rights, if any, of the executives under such contracts.

ARTICLE X REGISTERED AGENT & ADDRESS

The name of the initial registered agent is Terri Crane. The address of the initial registered agent is 989 Ocean Overlook Drive, Fernandina Beach, FL. 32034

ARTICLE XI INCORPORATORS

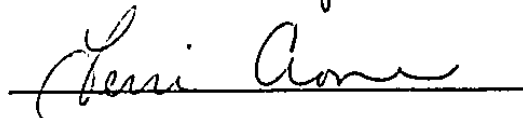
The name and address of the incorporator of these Articles of Incorporation is:

Terri Crane
989 Ocean Overlook Drive
Fernandina Beach, FL. 32034

ARTICLE XII DATE OF INCORPORATION

This corporation shall begin existence on the 1st day of June 1996, and shall have all powers provided it under Section 607.0302 of the Florida Statutes.

The undersigned being the Incorporator of this Corporation, execute these Articles of Incorporation and certify to the truth of the facts herein stated, this 28th day of May, 1996.



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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.

The name of the corporation is:

LEAPING LIZARDS OF AMELIA, INC.

The name and address of the registered agent and office is:

TERRI CRANE
989 OCEAN OVERLOOK DRIVE
FERNANDINA BEACH, FL. 32034

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.

TERRI CRANE
TERRI CRANE

5-28-96
DATE