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BAXTER & STROHAUER, P.A.

CITIZENS BANK BUILDING, SUITE 300
1150 CLEVELAND STREET
CLEARWATER, FL 34615

JAMES A. BAXTER
GARY N. STROHAUER
ELIZABETH R. MANNION

June 11, 1997

TELEPHONE
(813) 461-6100
FAX (813) 447-6899

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-06/16/97--01163--009
***122.50 ***122.50

Re: Leovera, Inc.

Dear Sir:

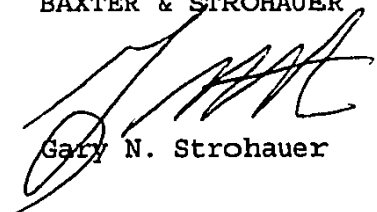
Enclosed please find an original and one copy of the Articles of Incorporation and Registered Agent Certificate for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$122.50 representing payment of the following:

Filing fee	\$35.00
Certified Copy fee	52.50
Registered Agent fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,

BAXTER & STROHAUER


Gary N. Strohauer

GNS/kc
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 16 11:33

97 JUN 17 1997

ARTICLES OF INCORPORATION
OF
LEOVERA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 15 11:30

ARTICLE I. CORPORATE NAME.

The name of this corporation is: Leovera, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1000) shares of common stock (having a par value of .10 per share).

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Frank Christian
5632 Essex Court
Palm Harbor, FL 34685

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

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

ARTICLE VII. INITIAL DIRECTORS.

The name of the initial director of this Corporation and his street address is:

Frank Christian
5632 Essex Court
Palm Harbor, FL 34685

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Frank Christian
5632 Essex Court
Palm Harbor, FL 34685

ARTICLE IX. AMENDMENT.

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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

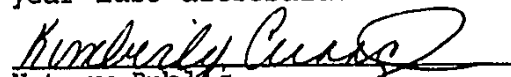
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 11th day of June, 1997.

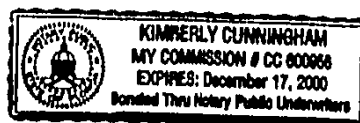

Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 11th day of June, 1997, before me personally appeared, Frank Christian, who provided his Florida driver's license as identification, and who executed the foregoing instrument and he acknowledged the execution thereof to be his free act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal at Clearwater, County of Pinellas, State of Florida, the day and year last aforesaid.


Notary Public
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That Leovera, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 5632 Essex Court, City of Palm Harbor, County of Pinellas, State of Florida has named Frank Christian, located at 5632 Essex Court, City of Palm Harbor, County of Pinellas, State of Florida as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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

BY: 
Frank Christian,
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 10 11:00