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LAW OFFICES
MARTIN SACK, JR.

2064 PARK STREET
JACKSONVILLE, FLORIDA 32204
904 387-0085

April 17, 1998

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Gentlemen:

I enclose for filing Articles of Incorporation and Designation of Registered Agent of **Leathem, Inc.**, together with check to your order in the sum of \$70.00 as follows:

Filing of Articles of Incorporation	\$35.00
Filing of Designation of Registered Agent	\$35.00
	<u>\$70.00</u>

Yours truly,

Martin Sack Jr.

MSjr/h1
Enclosures

cc: Leathem, Inc.

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-04/20/98--01061--016
*****70.00 *****70.00

FILED
98 APR 20 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/14-22-98

ARTICLES OF INCORPORATION

OF

LEATHEM, INC.

FILED
98 APR 20 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I

The name of the corporation is:

Leathem, Inc.

II

The principal office, or the mailing address of the corporation is:

1427 Satsuma Road, Jacksonville, Florida 32259

III

The number of shares the corporation is authorized to issue is:

10,000 shares, common stock, par value \$1.00 per share

IV

The street address of the corporation's initial registered office and the name of its initial registered agent at that office is:

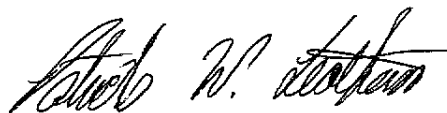
Martin Sack, Jr., 2064 Park Street, Jacksonville
Florida 32204

V

The name and address of each incorporator is:

Patrick W. Leathem, 1427 Satsuma Road, Jacksonville,
Florida 32259

EFFECTIVE DATE OF BEGINNING OF CORPORATE EXISTENCE: On Filing



Patrick W. Leathem - Incorporator

CERTIFICATE OF DESIGNATION
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: LEATHEM, INC.

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

Martin Sack, Jr.

(NAME)

2064 Park Street
(P.O. BOX NOT ACCEPTABLE)

Jacksonville, Florida 32204

(CITY/STATE/ZIP)

FILED
98 APR 20 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE



Patrick W. Leathem

(corporate officer)

TITLE

President

DATE

April 17, 1998

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



DATE

April 17, 1998

REGISTERED AGENT FILING FEE: \$35.00