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ATTORNEYS AT LAW

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REPLY TO: POST OFFICE DRAWER 1000
FORT MYERS, FLORIDA 33902
FACSIMILE (941) 337-7968

October 29, 1998

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****122.50 *****78.75

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Leathers Bus and Equipment Company, Inc.

Dear Sirs:

In regard to the above-referenced corporation, you will please find enclosed the following:

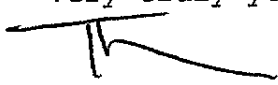
1. Original and one copy of Articles of Incorporation,
2. Check in the amount of \$122.50, to cover the following:

Filing Fee:	\$ 35.00
Registered Agent:	\$ 35.00
Certified Copy:	\$ 52.50

TOTAL AMOUNT: \$122.50

Please file these Articles of Incorporation and forward a certified copy to the undersigned at your earliest convenience. Thank you for your assistance.

Very truly yours,


Thomas F. Kiesel

TFK/ms
Enclosures: as stated
cc: Mr. and Mrs. Jim Leathers

FILED
98 NOV -2 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rmc
11/3/98

FILED

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ARTICLES OF INCORPORATION
OF
LEATHERS BUS AND EQUIPMENT COMPANY, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is LEATHERS BUS AND EQUIPMENT COMPANY, INC., and its address is 747 South Bridge Street, LaBelle, FL 33975.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

This corporation is authorized to issue 100 shares of Ten Dollar (\$10.00) par value common stock.

ARTICLE IV

Preemptive Rights

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

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 747 South Bridge Street, LaBelle, FL 33975, and the name of the initial registered agent of this corporation at that address is WANDA LEATHERS.

ARTICLE VI

Initial Board of Directors

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and addresses of the initial director of this corporation who shall hold office, unless otherwise provided in the duly adopted bylaws of this corporation, for the first year of existence of the corporation or until their successors are elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JIM LEATHERS	430 Grant Street LaBelle, FL 33975
WANDA LEATHERS	430 Grant Street LaBelle, FL 33975

ARTICLE VII

Initial Officers

The name and post office address of the President, Vice-President, and Secretary-Treasurer who shall hold office for the first year of existence of the corporation, or until their successors are elected pursuant to the corporate by-laws, are as follows:

<u>NAME & ADDRESS</u>	<u>OFFICE</u>
JIM LEATHERS 430 Grant Street LaBelle, FL 33975	President
WANDA LEATHERS 430 Grant Street LaBelle, FL 33975	Vice President Secretary/Treasurer

ARTICLE VIII

Incorporator

The name(s) and address(es) of the person(s) signing these Articles as subscriber(s) to the corporation, together with the number of shares each agrees to take, are as follows:

<u>NAME & ADDRESS</u>	<u>NUMBER OF SHARES</u>
JIM LEATHERS 430 Grant Street LaBelle, FL 33975	250 Shares
WANDA LEATHERS 430 Grant Street LaBelle, FL 33975	250 Shares

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Meeting by Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each member.

ARTICLE XI

Indemnification

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

ARTICLE XII

Compensation

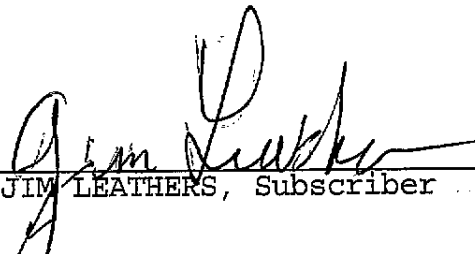
The directors and all other officers of this corporation shall serve without compensation, unless expressly otherwise provided by unanimous vote of the Board of Directors.

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any provision 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 have executed these Articles of Incorporation this 29 day of October, 1998.


JIM LEATHERS, Subscriber


WANDA LEATHERS, Subscriber

STATE OF FLORIDA

COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 29 day of October, 1998, by JIM LEATHERS, who is () personally known to me or who has (XXX) produced FL Drivers License L362-445-42-466-0 as identification and who () did or () did not take an oath.


NOTARY PUBLIC

My commission expires:



Marie Stanton
My Commission CC616533
Expires March 9, 2001

STATE OF FLORIDA

COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 29 day of October, 1998, by WANDA LEATHERS, who is () personally known to me or who has (XXX) produced FL Drivers License L362-910-50-743-0 as identification and who () did or () did not take an oath.


NOTARY PUBLIC

My commission expires:



Marie Stanton
My Commission CC616533
Expires March 9, 2001

FILED
98 NOV -2 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT OF REGISTERED AND RESIDENT AGENT

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

Wanda Leathers
WANDA LEATHERS, Registered Agent