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1.) Leos Ark Locksmith, Inc.
(CORPORATE NAME & DOCUMENT #)

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2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
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SPECIAL INSTRUCTIONS

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**ARTICLES OF INCORPORATION
OF
Leo's Ark Locksmith, Inc.**

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is Leo's Ark Locksmith, Inc. The principal place of business is 1316 S.E. 44th Street, Cape Coral, FL 33914. The mailing address of the corporation is 1316 S.E. 44th Street, Cape Coral, FL 33914.

ARTICLE II - Commencement and Duration

The corporation is to commence its existence on the date of filing, and shall have perpetual existence thereafter until dissolved by law.

ARTICLE III - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Stated capital - Classes of Stock

The corporation is authorized to issue 100 shares of common stock at \$10.00 par value.

ARTICLE V - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall initially be managed under the direction of, the board of directors of corporation. There shall be one initial director as follows:

Cheryl Hernandez	1316 S.E. 44th Street, Cape Coral, FL 33914
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Leandro Hernandez	1316 S.E. 44th Street, Cape Coral, FL 33914
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ARTICLE VI - Officers

The initial officers shall be as follows:

President - Cheryl Hernandez	1316 S.E. 44th Street, Cape Coral, FL 33914
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Vice President - Leandro Hernandez	1316 S.E. 44th Street, Cape Coral, FL 33914
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ARTICLE VII - By-Laws

The power to adopt, amend, alter or repeal by-laws shall be vested in the board of directors.

ARTICLE VIII - Incorporator

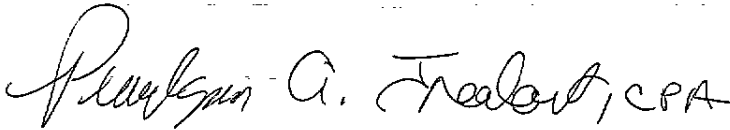
The name and address of the incorporator to these articles of incorporation is:

Pennylynn A. Trealout, CPA 1100 Pondella Road #514, North Fort Myers, FL 33903

ARTICLE IX - Initial Registered Agent

The street address of the initial registered office and agent of the corporation is 1100 Pondella Road #514, North Fort Myers, FL 33903, and the name of the initial registered agent at that address is Pennylynn A. Trealout, CPA.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation on this 17th day of September, 1999.

A handwritten signature in cursive script that reads "Pennylynn A. Trealout, CPA". The signature is written in dark ink and is positioned above the printed name of the incorporator.

Pennylynn A. Trealout, CPA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 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.**

1. The name of the corporation is: Leō's Ark Locksmith, Inc.
2. The name and address of the registered agent and office is:

Pennylynn A. Trealout, CPA
1100 Pondella Road #514
North Fort Myers, FL 33903

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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.

Pennylynn A. Trealout, CPA

9-17-99

Pennylynn A. Trealout, CPA

Date