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HOLCOMB & DECORT, P.A.
ATTORNEYS AND COUNSELORS AT LAW

VICTOR W. HOLCOMB
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December 27, 2001

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

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*****43.75 *****43.75

RE: Walker & Associates, CPA, P.A.

To Whom It May Concern:

Enclosed herewith please find the original and one copy of the Articles of Amendment to Articles of Incorporation of the above referenced corporation. Please file and record the original Articles of Amendment and use the extra copies to return to the undersigned as a certified copy.

Also enclosed is our firm check in the amount of \$43.75, which represents the filing fee and certified copies.

Should you have any questions, please do not hesitate to call.

Very truly yours,

HOLCOMB & DECORT, P.A.

Geri L. Smith

Geri L. Smith

Secretary to Victor W. Holcomb

/gl
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend + N/C

Amend + N.C.
C. Coulliette JAN 16 2002



ACCOUNT NO. : 072100000032

REFERENCE : 716934 81011A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 16, 2002

ORDER TIME : 11:22 AM

ORDER NO. : 716934-005

CUSTOMER NO: 81011A

CUSTOMER: Ms. Geri L. Smith
Holcomb & Decort, P.a.
Suite 200
106 South Tampania Avenue
Tampa, FL 33609

DOMESTIC AMENDMENT FILING

NAME: WALKER & ASSOCIATES, CPA, P.A.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 9, 2002

VICTOR W. HOLCOMB
HOLCOMB & DECORT, P.A.
106 S. TAMPANIA AVENUE, SUITE 200
TAMPA, FL 33609

SUBJECT: WALKER & ASSOCIATES, CPA, P.A.
Ref. Number: P94000043313

RESUBMIT
Please give original
submission date as file date.

We have received your document for WALKER & ASSOCIATES, CPA, P.A. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Corporate Specialist

Letter Number: 002A00001273

RECEIVED
JAN 14 2002

BY:.....

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
WALKER & ASSOCIATES, CPA, P.A.

The following Articles of the Articles of Incorporation of WALKER & ASSOCIATES, CPA, P.A. (the "Corporation") are hereby amended to read as follows:

"ARTICLE I - NAME

The name of this Corporation is STEBO LEASING, INC. "

"ARTICLE III - PURPOSES

The general nature of the business or businesses to be conducted by this Corporation, together with and in addition to those power conferred by the laws of the State of Florida upon Corporations organized under and by virtue of the laws of the State of Florida shall be as follows:"

1. To own and/or operate any lawful business.
2. To buy, sell, option, deal in, lease, hold or improve real estate and the fixtures and personal property incident thereto and connected therewith, and with that end in view, to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments, or any interest therein and to improve the property of the corporation, and to sell, lease, mortgage, rent, pledge, or otherwise dispose of the lands, tenements, hereditaments or other property of the corporation.
3. To buy, sell, discount and rediscount notes, drafts, bills of exchange, stocks, bonds, securities and choses of action of all kinds, both as principal and as agent; to also buy and sell liens on real and personal property, and to lend money and accept as security therefore liens or pledges of real and personal property; to also act as agent or trustee of persons and corporations in any and all other matters which can be solicited, negotiated, operated and carried on by an agent.
4. To purchase and sell for itself personal property, stocks, bonds, warrants, and notes and to negotiate loans thereon; to acquire, enjoy, purchase, hold, sell and transfer the shares of stock of any corporation incorporated under the laws of the State of Florida or any other state of the United States or qualified to do business in any other state of the United States, or subsequently belonging to the United Nations or qualified to do business in any such nation. To purchase, hold, sell, and transfer shares of its own capital stock provided this corporation shall not purchase its own shares of stock except from the surplus of its assets over its liabilities, including capital; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholders' quorum or vote.
5. To act as fiscal agent for others, to lend money on notes, bonds, mortgages and commercial securities of all kinds, and while the owner of stock in a corporation, to exercise all the

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rights of a stockholder therein, to borrow money and secure the payment of same by notes, bonds, drafts or other evidence of indebtedness; to endorse and guarantee the payment of notes and mortgages, and all kinds of indebtedness, and to pledge and mortgage any or all of its real estate and personal property for the payment of its own debts or for the debts of other guaranteed by it.

6. To borrow money and contract debts necessary for the transaction of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporators; to issue bonds, promissory notes, bills of exchange, debentures or other obligations and evidences of indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or other otherwise or unsecured, for money borrowed or in payment of property purchased or acquired or any other lawful objects.

7. To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and licenses or other rights or interests therein and thereunder and to manufacture, sell and distribute at wholesale or retail all such articles covered by any such patents, copyrights or trademarks.

8. To apply and qualify to carry on the general nature of business or businesses as authorized by this corporate charter and/or any amendments thereto in any state of the United States of America.

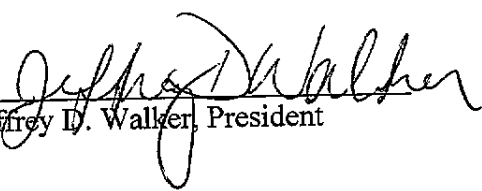
9. To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation, or any amendment thereof, or necessary or incidental to the protection or benefit of the corporation; and in addition to the specific powers herein enumerated, have any and all rights, powers and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida, and in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereof."

This Amendment shall be effective December 27, 2001.

The foregoing Amendment was adopted by the written action and consent of all the Directors and Shareholders of the Corporation with voting rights as of December 27, 2001.

IN WITNESS WHEREOF the undersigned President of this corporation has executed these Articles of Amendment this 27 day of December, 2001.

WALKER & ASSOCIATES, CPA, P.A.

By: 
Jeffrey D. Walker, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Jeffrey Walker, known to me and known to be the person described in the above and foregoing Articles of Amendment to the Articles of Incorporation as the President of WALKER & ASSOCIATES, CPA, P.A., and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

Witness my hand and seal this 27 day of December, 2001.

My Commission Expires:



Victor W. Holcomb
NOTARY PUBLIC