

Checker # Only

417543

Joel Bernstein

Requestor's Name

P.O. Box 330072

Address

Miami

FL

33233

(305) 751-3008

City

State

ZIP

Phone #

VALIDATION ONLY

900002224129--4

-06/26/97--01089--002

*****35.00 *****35.00

CORPORATION(S) NAME

Merrill Motors Leasing Corporation

☐ PROFIT

☐ NON-PROFIT

☒ AMENDMENT

☐ MERGER

☐ FOREIGN

☐ DISSOLUTION

☐ MARK

☐ LIMITED PARTNERSHIP

☐ ANNUAL REPORT

☐ RESERVATION

☐ REINSTATEMENT

☐ OTHER

☐ CERTIFIED COPY

☐ PHOTO COPIES

☐ CERTIFICATE UNDER SEAL

☐ WALK IN

☐ WILL WAIT

☐ PICK UP

☒ MAIL OUT

☐ CALL

☐ AFTER 4:30

Name
Availability
Document Examiner
Updater
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (R4-84)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL 17 AM 9:59

FILED

Amended & Re-tested

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MANOR MOTORS LEASING CORP.

FILED
97 JUL 17 AM 9 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* * *

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporation adopts the following amendment to the Corporation's Articles of Incorporation, which amendment was adopted by the shareholders of the Corporation on June 11, 1997 by the holders of the outstanding common stock, the only voting group entitled to vote thereon, by written consent pursuant to Section 607.0704 of the Florida Business Corporation Act. The number of shares adopting the amendment was sufficient for approval by that group.

1. The name of the Corporation is MANOR MOTORS LEASING CORP.
2. The Articles of Incorporation of the Corporation is hereby amended to read in their entirety as follows:

ARTICLE I

Name

The name of this Corporation is MANOR MOTORS LEASING CORP.

ARTICLE II

Purpose

The purpose or purposes of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

Capital Stock

The total amount of capital stock which this Corporation has the authority to issue is as follows:

10,000,000 shares of Common Stock, \$.001 par value per share; and

ARTICLE IV

Indemnification of Directors, Officers and Other Authorized Representatives

Section 1. The Corporation shall indemnify and advance expenses to its currently acting and its former directors, officers, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs to the fullest extent that indemnification and advancement of expenses is permitted by the Florida Business Corporation Act. The Board of Directors may by By-law, resolution, agreement, insurance or otherwise make additional provisions for indemnification and advancement of expenses of directors, officers, employees and agents to the fullest extent permitted by the Florida Business Corporation Act.

Section 2. No future amendment to the Articles of Incorporation of the Corporation shall affect any right of any person under this Article based on any event, omission or proceeding prior to such amendment.

ARTICLE V

Severability

In the event any provision (including any provision within a single article, section, paragraph or sentence) of these Articles should be determined by a court of competent jurisdiction to be invalid, prohibited or unenforceable for any reason, the remaining provisions and parts hereof shall not be in any way impaired and shall remain in full force and effect and enforceable to the fullest extent permitted by law.

ARTICLE VI


Right to Amend or Repeal Articles

The Corporation reserves the right to amend, alter, change or appeal any provision contained in these Amended and Restated Articles of Incorporation or any amendment hereto, in this manner now or hereafter prescribed by statute, and all rights and powers herein conferred on shareholders are granted subject to this reserved power.

3. Stock Split of Outstanding Common Stock. The Corporation's outstanding Common Stock shall be and they are hereby automatically changed (without any further act) into 2,081,653 shares of Common Stock. Each share of outstanding Common Stock shall continue to represent the number of shares indicated thereon. Upon the effective date of the stock split the Corporation shall issue such additional shares as shall be appropriate pursuant to the stock split. The Board of Directors of the Corporation or any executive committee thereof is empowered to adopt further rules and regulations concerning the foregoing change and to appropriately adjust

any options, warrants or other securities which are convertible into shares of the Corporation's
Common Stock.

MANOR MOTORS LEASING CORP

By: 
Anthony P. Passafiume
President

June 11, 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 2, 1997

JOEL BERNSTEIN
P.O. BOX 330072
MIAMI, FL 33233

SUBJECT: MANOR MOTORS LEASING CORP.
Ref. Number: 417543

We have received your document for MANOR MOTORS LEASING CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 997A00034462