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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 708458 86901D

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 13, 1995

ORDER TIME : 10:33 AM

ORDER NO. : 708458

CUSTOMER NO: 86901D

CUSTOMER: Ms. Sepham George
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

800001610628

-10/13/95--01065--026
*****35.00 *****35.00

900001610639

-10/13/95--01065--027
*****87.50 *****87.50

FOREIGN FILINGS

NAME: B&A LEASING CORPORATION

XX PROFIT
NON-PROFIT

CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

RECEIVED
95 OCT 13 PM 12:25

95 OCT 13 PM 1:45

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

12

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. B&A LEASING CORPORATION

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 59 3305936
(FEI number, if applicable)

4. March 24, 1995
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. March 24, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. c/o NSJ Corporation, 5955 T.G. Lee Boulevard, Suite 280

Orlando, Florida 32822
(Current mailing address)

8. Any lawful activity for which corporations may engage in.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

The Prentice-Hall Corporation System, Inc.

By: Vicki Schreiber, Asst. V.P.

Vicki Schreiber, Asst. V.P.
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Richard C. Giles

Address: c/o NSJ Corporation, 5955 T.G. Lee Blvd., Suite 280, Orlando, FL. 32822

Vice Chairman: W. Jephtha Thornton

Address: c/o NSJ Corporation, 5955 T.G. Lee Blvd., Suite 280. Orland, FL. 32822

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Richard C. Giles

Address: c/o NSJ Corporation, 5955 T.G. Lee Blvd., Suite 280
Orlando, FL. 32822

Vice President: W. Jephtha Thornton

Address: c/o NSJ Corporation, 5955 T.G. Lee Blvd., Suite 280
Orlando, FL. 32822

Secretary: Michael Birdsall

Address: c/o NSJ Corporation, 5955 T.G. Lee Blvd., Suite 280
Orlando, FL. 32822

Treasurer: Richard C. Giles

Address: c/o NSJ Corporation, 5955 T.G. Lee Blvd., Suite 280, Orlando, FL. 32822

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard C. Giles, President

(Typed or printed name and capacity of person signing application)

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**ADDENDUM TO APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

B & A Leasing Corporation

Item 12 continued

Vice President: Samuel J. Thornton

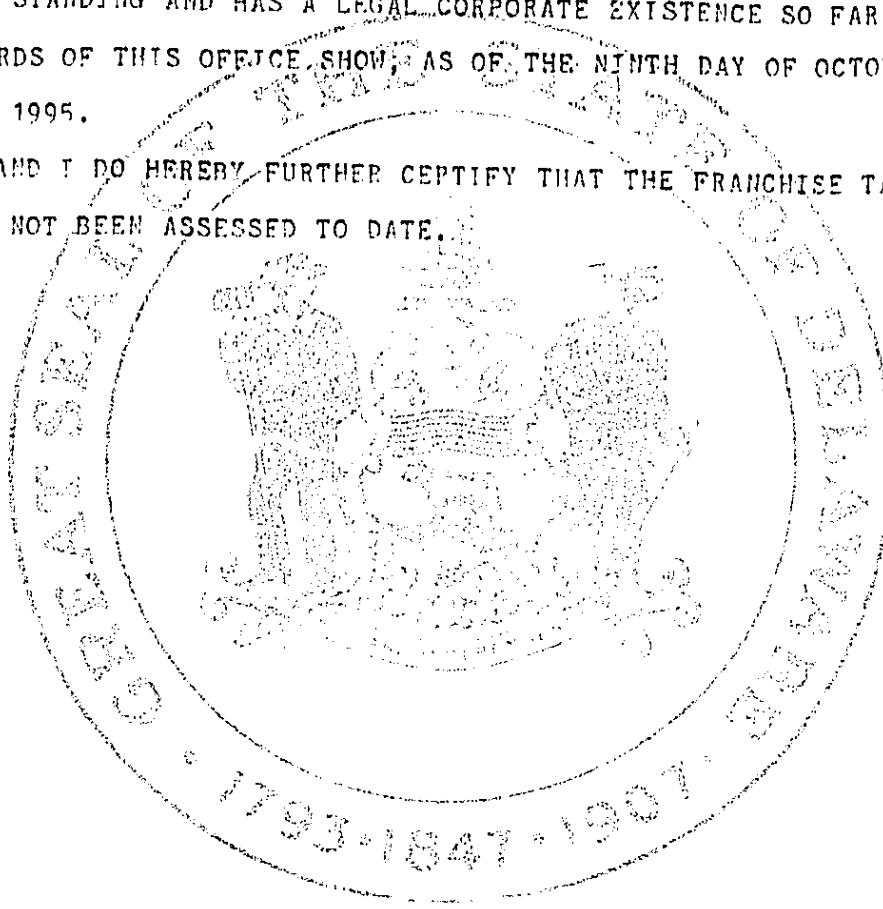
Address: c/o NSJ Corporation, 5955 T.G. Lee Blvd., Suite 280,
Orlando, FL. 32822

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "B&A LEASING CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW AS OF THE NINTH DAY OF OCTOBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

95 OCT 13 PM 1:45



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950230989

Edward J. Freel

Edward J. Freel, Secretary of State
 7667863

AUTHENTICATION:

DATE:

10-09-95