

H83964

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

FILED
00 MAY -2 PM 1:09:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

600003235146
-05/02/00--010527-017
*****43.75 *****43.75

Corporation(s) Name

Clinton Leasing Corp.

<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> (XXX) Walk in	<input type="checkbox"/> (XXX) Pick-up	<input type="checkbox"/> () Will Wait

RECEIVED
00 MAY -2 AM 11:01
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name Availability: _____
Document Examiner: _____
Updater: _____
Verifier: _____
Acknowledgement: _____
W.P. Verifier: _____

MAY 2 -

Please Return Extra
Copies File Stamped
To:
Melanie Strickland

G. GOULLETTE MAY 3 2000 Thank You!



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 2, 2000

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: CLINTON LEASING CORP.
Ref. Number: H83964

We have received your document for CLINTON LEASING CORP. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6903.

To: Cheryl Coulliette
Document Specialist

Letter Number: 400A00024231

From: Melaine/CT

Important
This needs to
be back-dated to
5-2-00

RECEIVED
00 MAY -3 AM 11:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CLINTON LEASING CORP.

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned, being the Vice President of CLINTON LEASING CORP., a Florida corporation (the "Corporation"), hereby executes and submits for filing with the Department of State, State of Florida, these Amended and Restated Articles of Incorporation to read as follows:

ARTICLE I

NAME

The name of the corporation is CLINTON LEASING CORP.

ARTICLE II

PURPOSE

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

ARTICLE III

CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is Seven Thousand Five Hundred (7,500) shares of common stock, all of which are to have a par value of One Dollar (\$1.00) per share. Notwithstanding anything to the contrary in these Amended and Restated Articles of Incorporation, the Corporation shall not issue any non-voting equity securities within the meaning of 11 U.S.C. § 1123(a)(6).

ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation and the name of the registered agent of the Corporation at such office is:

Name

Address

CT Corporation System

1200 South Pine Road
Plantation, Florida 33324

FILED
00 MAY - 2 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

BOARD OF DIRECTORS

The Board of Directors of the Corporation shall be comprised of the individuals elected pursuant to the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time as provided for in the Bylaws of the Corporation.

ARTICLE VI

BYLAWS

The Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

ARTICLE VII

INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE VIII

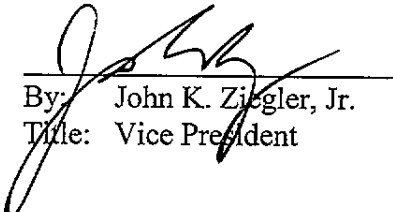
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation and any rights conferred upon the shareholders is subject to this reservation.

The foregoing Amended and Restated Articles of Incorporation were duly adopted and approved by the shareholders and directors of the corporation on ~~April~~ May 1, 2000. The number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this th day of April, 2000.

CLINTON LEASING CORP.


By: John K. Ziegler, Jr.
Title: Vice President

CLINTON LEASING CORP.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, 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.

DATE: 5/2/00

CT CORPORATION SYSTEM

BY: _____

Connie Bryan

Connie Bryan,
Special Assistant Secretary