TRANSMITTAL LETTER ,

L00000014514

Registration Section Division of Corporations P. O. Box 6327 Tallahassee, FL 32314 (850) 245-6051

8/23

MJH

SUBJECT:

Borland Equipment Leasing, LLC

Limited Liability Company Name

900004552799--2 -08/23/01--01074--001 ****125.00 ****125.00

Enclosed is an original Articles of Organization and a check for \$125.00. (\$100 Filing Fee & \$25 Designation of Registered Agent)

FROM:

Louis M. Meiners, Jr.

Name

9229 Delegates Row, Suite 490

Address

Indianapolis, IN 46240

City, State & Zip

(317) 581-4070

Daytime Telephone Number

OI AUG 23 PM 3:54

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Borland Equipment Leasing, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability

Company is:

213 N. Main

Midland, TX 79701

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Louis M. Meiners, Jr. 2598 L'Ermitage Lane Naples, FL 34105

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S.

Registered Agent's Signature

ARTICLE IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

ARTICLE V - Effective Date

The effective date of the Limited Liability Company shall be August 22, 2001.

Signature of a member or an authorized representative of a member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

LOUIS M. MEINERS, JR.

Typed or printed name of signee

FILING FEES:

\$ 25.00 Designation of Registered Agent
\$ 100.00 Filing Fee for Articles of Organization
\$ 30.00 Certified Copy (OPTIONAL)
\$ 5.00 Certificate of Status (OPTIONAL)

FILED