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Wenzel  
&  
Fenton

ATTORNEYS AT LAW

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FRANKLIN EXCHANGE  
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TAMPA, FLORIDA 33602-4427

EMPLOYMENT LAW  
GENERAL CIVIL LITIGATION  
CIVIL RIGHTS

TELEPHONE (813) 224-0431  
FAX (813) 229-8712

July 5, 2000

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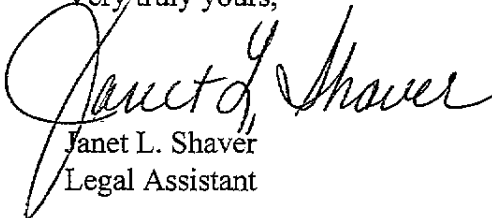
State of Florida  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: ESI Global Finance, Inc.

Please file the enclosed documents of incorporation. I am also enclosing a firm check for your fee for incorporation and for appointment of a registered agent.

If you have any questions or problems with this request, please call me at (813) 224-0431 extension 201. Thank you.

Very truly yours,

  
Janet L. Shaver  
Legal Assistant

Enclosure

FILED  
00 JUL -7 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN JUL 11 2000

**ARTICLES OF INCORPORATION  
OF  
ESI GLOBAL FINANCE, INC.**

**FILED**  
00 JUL -7 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby appoint himself for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I  
Corporate Name**

The name of the corporation is ESI Global Finance, Inc.

**ARTICLE II  
Duration**

The corporation shall exist perpetually unless dissolved according to Florida law.

**ARTICLE III  
Purpose**

The corporation is organized for the purpose of engaging in any and all business which is legal under the laws of the State of Florida of the United States of America. Without limiting the foregoing, the purpose of the corporation is to arrange for the financing of capital goods by appropriate lenders.

**ARTICLE IV  
Capital Stock**

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Stock".

**ARTICLE V  
Initial Registered Agent and Office**

The principal office and address of the corporation is 4322 N. 56<sup>th</sup> Street, Tampa, Florida 33610.

The name and address of the initial registered agent of the corporation is Steven G. Wenzel, 633 N. Franklin Street, Suite 500, Tampa, Florida 33602.

**ARTICLE VI**  
**Directors**

The corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the method set forth in the bylaws but shall never be less than one.

The name and address and of the initial directors of the corporation are as follows:

James Pate  
4322 N. 56<sup>th</sup> Street  
Tampa, FL 33610

Jose S. Cifuentes  
4322 N. 56<sup>th</sup> Street  
Tampa, FL 33610

Stanley Adwell  
4322 N. 56<sup>th</sup> Street  
Tampa, FL 33610

Facile Gabrimarian  
4322 N. 56<sup>th</sup> Street  
Tampa, FL 33610

**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator signing these Articles is Jose S. Cifuentes, 4322 N. 56<sup>th</sup> Street, Tampa, Florida 33610.

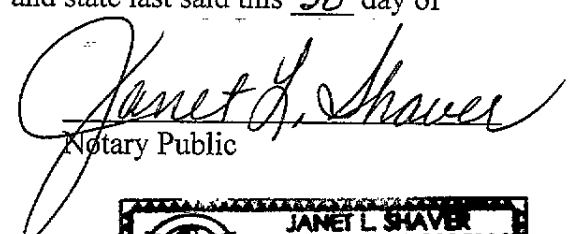
In Witness Whereof, the undersigned subscriber has executed the Articles of Incorporation this 30 day of June, 2000.

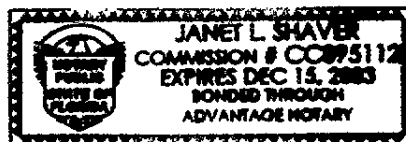
  
Jose S. Cifuentes

**STATE OF FLORIDA**  
**COUNTY OF HILLSBOROUGH**

Before me, a notary public duly authorized to take acknowledgments in the state and county set forth above, personally appeared Jose S. Cifuentes, known to me and known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, who acknowledged before me that he subscribed to said Articles of Incorporation.

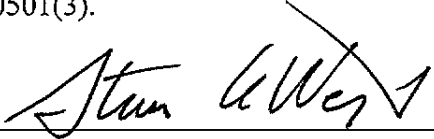
Witness my hand and official seal in the county and state last said this 30 day of June, 2000.

  
Notary Public



## ACCEPTANCE OF REGISTERED AGENT

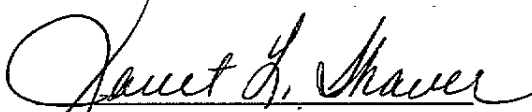
Having been named to accept service of process for ESI GLOBAL FINANCE, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

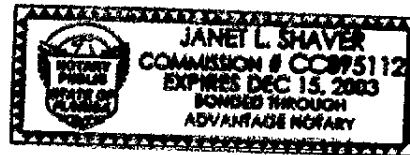
  
Steven G. Wenzel

## STATE OF FLORIDA COUNTY OF HILLSBOROUGH

Before me, a notary public duly authorized to take acknowledgments in the state and county set forth above, personally appeared Steven G. Wenzel, who is personally known to me and who executed the foregoing Acceptance of Registered Agent

Witness my hand and official seal in the county and state last said this 30 day of June, 2000.

  
Notary Public



FILED  
00 JUL -7 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA