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FILED

01 JAN 17 AM 8:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PALM BEACH (561) 833-5805

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OFFICES IN:

NORTH PALM BEACH, FLORIDA

BOYNTON BEACH, FLORIDA

TAMARAC, FLORIDA

BRUCE E. WINTER, JD, LL.M. (TAX), CPA
(ALSO ADMITTED TO PENNSYLVANIA BAR)
MARK A. SCHAUM, JD, CPA
(BOARD CERTIFIED IN WILLS, TRUSTS & ESTATES LAW)

OF COUNSEL

LEONARD G. WEISBERG, JD, MBA, CPA
(ALSO ADMITTED TO OHIO BAR)

VIA FEDERAL EXPRESS

January 16, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Motorcar Leasing, Inc.

Dear Sir or Madame:

Enclosed for filing please find an original and two copies of the Articles of Incorporation for the above-referenced corporation together with our firm's check in the amount of \$70.00. Please forward a date-stamped copy of the Articles of Incorporation to the undersigned in the stamped envelope provided. Thank you for your assistance with this matter. Please do not hesitate to call our office if you have any questions.

Very truly yours,

Bruce E. Winter, Esquire

BEW/dar
Enc.

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1/19/01

ARTICLES OF INCORPORATION
OF
MOTORCAR LEASING, INC.

FILED
01 JAN 17 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MOTORCAR LEASING, INC.

The address of the principal office of this corporation shall be 2300 Corporate Boulevard, Suite 137, Boca Raton, Florida 33431, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2300 Corporate Boulevard, Suite 137, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Bruce E. Winter, Esquire.

ARTICLE V. TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Bruce E. Winter
2300 Corporate Boulevard
Suite 137
Boca Raton, Florida 33431

ARTICLE VII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Bruce E. Winter
2300 Corporate Boulevard
Suite 137
Boca Raton, Florida 33431

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Bruce E. Winter, Esquire
2300 Corporate Boulevard, Suite 137
Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned, has hereunto set his hand on

January 17, 2001.



BRUCE E. WINTER, ESQUIRE

ACCEPTANCE OF REGISTERED AGENT DESIGNATED FILED

IN ARTICLES OF INCORPORATION

01 JAN 17 AM 8:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bruce E. Winter, Esquire, a Florida resident, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



BRUCE E. WINTER, ESQUIRE