FILM S, INC. TIPES RG.

(Requestor's Name

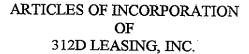
286 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308 385-6735 OFFICE USE ONLY

(City, State, Zip) (Phone #)

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NEW FILINGS	AMENDMENTS		SEC SEC	
Profit	Amendment		JUN -6	
NonProfit	Resignation of R.A., Officer/L	Director	,~~ ~~ ~~ ~~ ~~ ~~ ~~ ~~ ~~ ~~ ~~ ~~ ~~	
Limited Liability	Change of Registered Agent			2
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OTHER FILINGS	REGISTRATION/ QUALIFICATION		414	
Annual Report	Foreign			
Fictitious Name	Limited Partnership			
Name Reservation	Reinstatement	= •		
	Trademark		Examiner's Initials	_



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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of this corporation is 312D Leasing, Inc.

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FOUR

The shares of capital stock of the Corporation, all of which shall be fully paid and non-assessable, shall consist of 1,000 shares of common stock, par value of \$1.00 per share, and may be issued by the Corporation, as, when and for such consideration as may be fixed from time to time by the Board of Directors. The authorized shares of common stock shall be divided into two classes, Class A and Class B. Class A shall consist of 100 shares of common stock. Class A shares shall have voting rights on all matters on which Shareholders shall have a right to vote under state law. Class B shall consist of 900 shares of common stock. Class B shares shall have no voting rights.

Each share of Class A and Class B common stock shall represent an equal interest in the equity of the Corporation. Each share of Class A and Class B common stock shall have equal rights to dividends and upon liquidation of the Corporation, to liquidation proceeds.

ARTICLE FIVE

- 5.01 The street address of the initial corporate office of the corporation is 6650 West Indiantown Road, Suite 200, Jupiter, FL 33458.
- 5.02 The name and address of the initial Resident Agent for this corporation to accept service of process within the State of Florida is Mark J. Nowicki, 14155 U. S. Highway One, Suite 210, Juno Beach, Florida 33408.

ARTICLE SIX

- 6.01 The name and address of the incorporator of this corporation is Mark J. Nowicki, 14155 U. S. Highway One, Suite 210, Juno Beach, Florida 33408.
- 6.02 Said incorporator is over the age of eighteen (18) years; is sui juris, and is a citizen of the United States.

ARTICLE SEVEN

7.01 Two directors shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name(s) and address(es) of the member(s) of the first Board of Directors are:

<u>Name</u> <u>Address</u>

Scott Kramer 6650 West Indiantown Road, Suite 200

Jupiter, FL 33458

Meryl Kramer 6650 West Indiantown Road, Suite 200

Jupiter, FL 33458

ARTICLE EIGHT

Nothing in these articles of incorporation shall be taken to limit the power of this corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these articles of incorporation this $\sqrt{n_1}$ of June, 2001.

By:_____

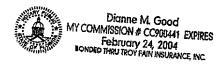
STATE OF FLORIDA COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared MARK J. NOWICKI, ESQ., known to me to be the person described in who is personally known to me or who produced a driver license as identification and who subscribed the above and foregoing Articles of Incorporation; and who acknowledged that he made and subscribed the same for the purposes and uses set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the above-

named County and State this _5 th day of June, 2001.

Notary Public
My Commission expires:



STATE OF FLORIDA DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served on Behalf of 312D Leasing, Inc.

The following is submitted, in compliance with Chapter 607.0202 and 607.0501(3), Florida Statutes:

312D Leasing, Inc., a corporation organized under the laws of the State of Florida, with its principal office at 6650 West Indiantown Road, Suite 200, Jupiter, FL 33458, has named Mark J. Nowicki, 14155 U.S. Highway One, Suite 210, Juno Beach, Florida, its agent to accept service of process within this State.

OFFICERS

NAME	TITLE	<u>ADDRESS</u>
Scott Kramer	President	6650 West Indiantown Road Suite 200 Jupiter, FL 33458
Meryl Kramer	Secretary/Treasurer	6650 West Indiantown Road Suite 200 Jupiter, FL 33458

DIRECTORS

NAME

ADDRESS Scott Kramer 6650 West Indiantown Road, Suite 200 Jupiter, FL 33458 Meryl Kramer

6650 West Indiantown Road, Suite 200 Jupiter, FL 33458

Mark J. Nowicki Incorporator

ACCEPTANCE:

I agree to act as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the Florida designated address) in some conspicuous place in office as required by law.

Mark J. Nowicki Registered Agent

01 JUN -6 PH 3: 27
SECRETARY OF JAFE
TALLAHASSEE FLORIDA

497\312D.INC