

# P01000109832



ACCOUNT NO. : 072100000032

REFERENCE : 444595.7137273

AUTHORIZATION :

*Patricia [Signature]*

COST LIMIT : \$ 70.00

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2001 NOV 15 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : November 15, 2001

ORDER TIME : 11:16 AM

ORDER NO. : 444595-005

CUSTOMER NO: 7137273

CUSTOMER: Krista Barth, Esq  
Eric M. Sauerberg, P.a.

Suite 102  
200 Village Square Crossing  
Palm Bch Garden, FL 33410

RECEIVED  
01 NOV 15 PM 12:15  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: PALM BEACH LEASING & EQUIPMENT  
INC.

EFFECTIVE DATE:

000004683820--7

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

*SL*  
11/15/01

**FILED**

**ARTICLES OF INCORPORATION  
OF  
PALM BEACH LEASING & EQUIPMENT, INC.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of this corporation is PALM BEACH LEASING & EQUIPMENT, INC.

**ARTICLE II**

The duration of this corporation is perpetual.

**ARTICLE III**

The purpose or purposes for which this corporation is organized are:

- A. To lease, sell and purchase equipment.
- B. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.
- C. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees

or otherwise, either alone or in conjunction with any other person, association or corporation.

D. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

#### **ARTICLE IV - STOCK**

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of common voting stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

#### **ARTICLE V - AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

#### **ARTICLE VI - SHAREHOLDER RIGHTS**

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares. This Article VI pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take

place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

**ARTICLE VII - INITIAL OFFICE AND AGENT**

The street address of this corporation's initial registered office in Florida is c/o ERIC M. SAUERBERG, P.A., 200 Village Square Crossing, Suite 102, Palm Beach Gardens, Florida 33410 and the name of its initial registered agent at that address is M. KRISTA BARTH, Esquire. The mailing address of the corporation shall be the same.

**ARTICLE VIII - DIRECTORS**

The number of directors of the Corporation from time to time shall be as set forth in the By-Laws.

The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and address of the person to serve as a Director until the first annual meeting of shareholders, or until their successor is elected and qualify, is:

DAVID LIPSICK  
4833 Okeechobee Blvd., Bay #107  
West Palm Beach, FL 33417

**ARTICLE IX - INCORPORATORS**

The name and address of the incorporator is:

DAVID LIPSICK  
4833 Okeechobee Blvd., Bay #107  
West Palm Beach, FL 33417

**ARTICLE X - COMMON DIRECTORS; TRANSACTIONS  
BETWEEN CORPORATIONS**

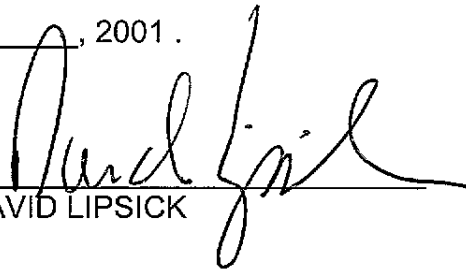
No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose

without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

**ARTICLE XI - BY-LAWS**

The By-laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

DATED this 14<sup>th</sup> day of November, 2001.

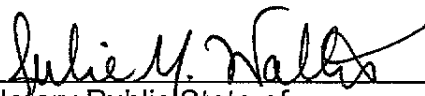
  
\_\_\_\_\_  
DAVID LIPSICK

STATE OF FLORIDA                    )  
  )ss.  
COUNTY OF PALM BEACH        )

The foregoing instrument was acknowledged before me by DAVID LIPSICK, (Who is personally known to or who provided \_\_\_\_\_ as identification).

WITNESS my hand and official seal in the County and State last aforesaid this 14<sup>th</sup> day of November, 2001.

(SEAL)

  
\_\_\_\_\_  
Notary Public State of  
Florida, at Large

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


The following is submitted pursuant to 48.091(1) and 607.034, Florida Statutes:

PALM BEACH LEASING & EQUIPMENT, INC., desiring to organize under the laws of the State of Florida, being in the County of Palm Beach at c/o ERIC M. SAUERBERG, P.A., 200 Village Square Crossing, Suite 102, Palm Beach Gardens, Florida 33410, has named M. KRISTA BARTH, Esquire, located at that same address, as its initial registered agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

Dated this 14<sup>th</sup> day of November, 2001.

By:   
M. KRISTA BARTH, Esquire,  
Registered Agent

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA