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WRIGHT, FULFORD, MOORHEAD & BROWN, P.A.

ATTORNEYS

145 NORTH MAGNOLIA AVENUE
POST OFFICE BOX 2828
ORLANDO, FLORIDA 32802-2828
WWW.WFMBLAW.COM

D. Frank Wright, Esquire

fwright@wfmblaw.com
(Reply to Orlando)

December 19, 2001

Via Certified Mail # -- 7001 0360 0001 1038 6015 -- Return Receipt Requested

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

200004738482--9
-12/26/01--01041--014
*****78.75 *****78.75

Re: Guaranty Leasing, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for Guaranty Leasing, Inc. Also enclosed is our client's check in the amount of \$78.75, representing your filing fee, designation of registered agent fee, and fee for a certified copy of the Articles of Incorporation. Please file the Articles of Incorporation and forward to me a certified copy of same in the enclosed self-addressed, stamped envelope after it has been filed with your office.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely,


D. Frank Wright

01 DEC 26 PM 3:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DFW/tn
Enclosures
W:\FRANK\Clint\Secretary of State Letter.doc

12-27-01

POST OFFICE BOX 2828
ORLANDO, FLORIDA 32802-2828
(407) 425-0234
(407) 425-0260 (FACSIMILE)

AFFILIATED OFFICES THROUGHOUT THE UNITED STATES

1541 DALE MABRY, SUITE 101
TAMPA, FLORIDA 33549
(813) 909-9725
(407) 425-0260 (FACSIMILE)

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**ARTICLES OF INCORPORATION
OF
GUARANTY LEASING, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, hereby forms a Corporation under the laws of the State of Florida.

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of the Corporation shall be Guaranty Leasing, Inc. The address of the Corporation shall be 931 Gillis Court, Maitland, Florida 32751.

**ARTICLE II
AUTHORIZED STOCK**

The Corporation is authorized to issue 100 Shares of \$1.00 par value Common Stock.

**ARTICLE III
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Stock of the Corporation.

**ARTICLE IV
INCORPORATORS**

The name and address of the person signing these Articles of Incorporation is:

NAME

Clint Granville

ADDRESS

931 Gillis Court
Maitland, Florida 32751

**ARTICLE V
PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights as set forth in Florida Statute §607.0630(2).

**ARTICLE VI
INITIAL REGISTERED OFFICE, REGISTERED
AGENT AND RESIDENT AGENT**

The street address of the initial registered office of this Corporation is 145 North Magnolia Avenue, Orlando, Florida 32801. The name of the initial Registered Agent and Resident Agent of this Corporation is D. Frank Wright, Esquire.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Clint Granville	931 Gillis Court Maitland, Florida 32751

**ARTICLE VIII
OFFICERS OF THE CORPORATION**

The name and address of the Officers are:

<u>NAME</u>	<u>ADDRESS</u>
Clint Granville Incorporator, President, Director Secretary, Treasurer	931 Gillis Court Maitland, Florida 32751

**ARTICLE IX
PURPOSE**

The Corporation is to engage in all lawful businesses, and shall have all powers necessary or convenient to effect its purpose.

**ARTICLE X
INDEMNIFICATION**

This Corporation shall indemnify any officer or director or any former officer or director to

the fullest extent permitted by law.

**ARTICLE XI
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 19th day of December, 2001, and undersigned, being the incorporator, adopts these Articles of Incorporation.


Clint Granville

STATE OF FLORIDA
COUNTY OF Orange

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Clint Granville, to me and known to me to be the person who executed the foregoing Articles of Incorporation and he executed said Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid on this 19th day of December, 2001.



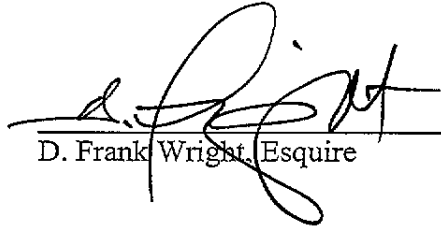
Barbara A. Fowler
MY COMMISSION # CC787216 EXPIRES
November 1, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public State of Florida

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT the appointment to act in the capacity of Registered Agent and Resident Agent and agree to comply with the provisions of the laws of the State of Florida relative to

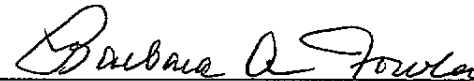
keeping said offices open. I am familiar with and accept the obligations provided for in Florida Statute §607.0505.



D. Frank Wright, Esquire

STATE OF FLORIDA
COUNTY OF Orange

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared D. Frank Wright, Esquire, to me and known to me to be the person who executed the foregoing Acceptance of Registered Agent and he executed said Acceptance of Registered Agent for the purposes therein expressed.



Notary Public State of Florida



Barbara A. Fowler
MY COMMISSION # CC787216 EXPIRES
November 1, 2002
BONDED THRU TROY FAIN INSURANCE, INC.