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FLORIDA PROFTT CORPORATION OR P.A.

ALL AMERICAN EQUIPMENT LEASING CORP.

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PAGE 2

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

We, the undersigned, do hereby associate ourselves together and subscribe these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, Chapter 607 and subject to the following provision:

ARTICLE ONE

The name of the corporation shall be: **ALL AMERICAN EQUIPMENT LEASING Corp.**

ARTICLE TWO

This corporation shall have perpetual existence, and may engage in any activity or business permitted under the laws of the United States and the State of Florida.

The general nature of the business to be transacted by this corporation shall be:

- a) Long and Short Term Leasing of all types of equipment, by purchasing components, parts, and, or, manufactured goods and products, and providing all required types of Leasing services, for customers in the United States, or exporting them to foreign countries, where permitted by Trade Laws.
- b) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, copyrights, patents, trademarks, and licenses in the State of Florida, and in all other States, districts, territories, or countries.
- d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or any other evidence of indebtedness, and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required.
- e) To purchase the corporate assets of any other corporation and engage in the same or other character of business
- f) To acquire by purchase, subscription or otherwise and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of, or deal in, and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debenture, notes, trusts receipts, and other securities, obligations, chose in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations firms, trusts, or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof, to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement, and enhancement in value thereof.
- g) The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to

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ARTICLES OF INCORPORATION

any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

ARTICLE THREE

The maximum number of shares of stock that the corporation shall have outstanding at any time shall be: **ONE HUNDRED THOUSAND (100,000), COMMON STOCK, NO PAR VALUE.**

All or any part of the capital stock may be paid for either in lawful moneys of the United States of America, or in other assets transferred to the corporation, at a true valuation as of the time of the exchange for stock.

ARTICLE FOUR

The principal office of the corporation shall be located at **1031 Ivis Dairy Road, Suite 228, North Miami Beach, Florida, 33179.** Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE FIVE

This corporation shall have **TWO** directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the by-laws, but shall never be less than one (2), and not more than five (5).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the corporation, and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse such each person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties. The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interested in, or are directors, or officers, of such other Corporation. Any director, individual or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of the corporation, provided the fact that his interest should be disclosed or should have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken, and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of directors of the Corporation that shall authorize any such contract or

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ARTICLES OF INCORPORATION

transaction, with the like force and effect as if he was not such director or officer or such other corporation or not so interested.

ARTICLE SIX

The names and postal addresses of the members of the First Board of Directors and officers, who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

<u>NAMES</u>	<u>DIRECTORS</u>	<u>POSTAL ADDRESSES</u>
Dr. G. GERRY TESCH D.D.	PRESIDENT, TREASURER, and SECRETARY:	1031 Ivis Dairy Road, Suite 228, North Miami Beach, Florida, 33179.
KURT GRUNNAN	VICE PRESIDENT	1031 Ivis Dairy Road, Suite 228, North Miami Beach, Florida, 33179.

ARTICLE SEVEN

The names and post office addresses of each of the subscribers to these Articles of Incorporation are as follows:

<u>NAMES</u>	<u>POSTAL ADDRESSES</u>
Dr. G. GERRY TESCH D.D.	1031 Ivis Dairy Road, Suite 228, North Miami Beach, Florida, 33179.
KURT GRUNNAN	1031 Ivis Dairy Road, Suite 228, North Miami Beach, Florida, 33179.

ARTICLE EIGHT

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Three of these Articles of Incorporation, and shall have all the general and additional powers now and hereafter conferred upon it by Law.

ARTICLE NINE

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

The dates for the first fiscal year of the corporation, will be defined on the first stockholders meeting, and will continue indefinitely on the same cycle, for all the following years.

ARTICLE TEN

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in these Articles otherwise provided by the by-laws of the Board of Directors.

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ARTICLES OF INCORPORATION

tors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof. The Treasury and Secretary of the corporation will have the authority to open Bank Accounts, and carry on all financial transactions.

ARTICLE ELEVEN

The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

ARTICLE TWELVE

The Registered Agent for service of process in the State of Florida, and its registered office is:


NAME

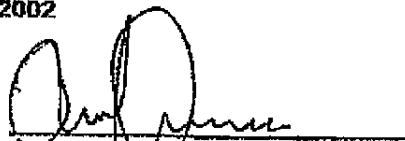
Dr. G. GERRY TESCH D.D.

POSTAL ADDRESS1031 Ivis Dairy Road, Suite 228,
North Miami Beach, Florida, 33179.ARTICLE THIRTEEN

The shareholders may at their sole discretion, repeal, alter or amend the by-laws if this Corporation as provided under Chapter 607.081 of the Florida Statutes, restricting the power vested in the Board of Directors to adopt, amend, or repeal the by-laws within its regular course of business.


IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and affix their seals on this TWENTY SECOND day of MARCH of 2002


Dr. G. GERRY TESCH D.D.


KURT GRUNMAN

ACKNOWLEDGMENT BY REGISTERED AGENT

The undersigned, having been named in the foregoing Articles of Incorporation of: ALL AMERICAN EQUIPMENT LEASING Corp. to accept service of process hereby accepts such designation.


Dr. G. GERRY TESCH D.D.

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