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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 706561 7347127

AUTHORIZATION : Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : August 15, 2002

ORDER TIME : 10:18 AM

ORDER NO. : 706561-005

CUSTOMER NO: 7347127

CUSTOMER: Mr. George W. Banks
George W. Banks

100007167861--8

13808 Fairlane Court

West Palm Beach, FL 33414

DOMESTIC FILING

NAME: M & S LEASING CO.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS: _____

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**ARTICLES OF INCORPORATION
OF
M & S LEASING CO.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation for profit under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I

Name

Section 1.1 **Name:** The name and address of the Corporation shall be M & S Leasing CO., 11924 Forest Hill Boulevard, Suite # 255, Wellington, FL 33414.

ARTICLE II

Duration

Section 2.1 **Duration:** This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five business days after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purpose

Section 3.1 **Purpose:** This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and for the State of Florida.

ARTICLE IV

Capital Stock

Section 4.1 **Authorized Capital:** The maximum number of shares of stock, which this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

Section 4.2 **Restrictions on Transfer of Stock:** The shareholders may, by Bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this Corporation as they may see fit.

Section 4.3 Approval of Shareholders Required for Merger: The approval of a majority of the shareholders of this Corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

ARTICLE V

Initial Registered Office and Agent

Section 5.1 Name and Address: The street address of the initial registered office of this Corporation is 11924 Forrest Hill Boulevard, Suite # 255, Wellington, FL 33414 and the name of the initial agent of this Corporation is George Banks

ARTICLE VI

Directors

Section 6.1 Number: This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

Section 6.2 Initial Directors: The name and street of the first director:
George Banks
13808 Fairlane Court
West Palm Beach, FL 33411

Section 6.3 Compensation: The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefore in any form.

Section 6.4 Indemnification: The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII

Bylaws

Section 7.1 Bylaws: The initial Bylaws of this Corporation shall be adopted by the Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal a Bylaw adopted by the shareholders if the shareholders specifically provide that such Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE VIII

Incorporators

Section 8.1
signing:

Name and Address: The Name and Address of the incorporator

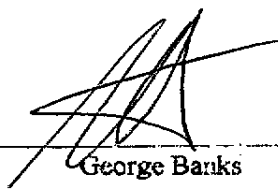
George Banks
13808 Fairlane Court
Wellington, FL 33414

ARTICLE IX

Amendment

Section 9.1 **Amendment:** This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has subscribed his name to these Articles of Incorporation, this 1st day of August 2002.



George Banks

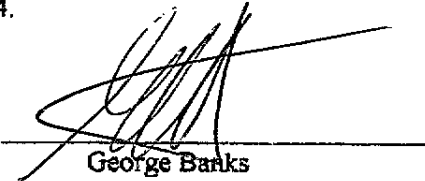
**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

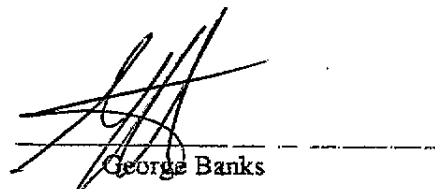
In compliance with Florida Statutes SS48.091 and 607.0501, the following is submitted:

M & S Leasing CO., desiring to organize or qualify under the law of the State of Florida, hereby designates George Banks as its registered agent to accept service process within the State of Florida and the address of its registered office shall be 11924 Forest Hill Boulevard, Suite #255, Wellington, FL 33414.


George Banks

Date: August 1, 2002

Having been named to accept service of process of the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


George Banks

Date: August 1, 2002