

FROM :

Division of Corporations

FAX NO. :

Apr 01 2005 04:11PM P1

Page 1 of 1

705 000 049012

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000080352 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : REZNICSEK & FRASER, P.A.
Account Number : I20030000107
Phone : (904)567-1060
Fax Number : (904)567-1065

05 APR - 1 AM 8:38
FILED
OFFICE OF THE STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

INSIGHT LEASING SERVICES, CORP

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

J. Shivers APR 04 2005

FROM :

FAX NO. :

Apr. 01 2005 04:11PM P2

((H05000080352 3)))

**ARTICLES OF INCORPORATION
OF
INSIGHT LEASING SERVICES, CORP.**

The undersigned incorporator, for the purpose of forming a corporation in the State of Florida hereby adopts the following Articles of Incorporation.

**Article I
Name and Duration**

The name of this corporation is INSIGHT LEASING SERVICES, CORP. The duration of this corporation is perpetual. The effective date upon which this corporation shall come into existence shall be the date these Articles of Incorporation are filed by the Secretary of State.

**Article II
Principal Office**

The address of the principal office and mailing address of this corporation in the State of Florida is 3169 La Reserve Drive, Ponte Vedra Beach, Florida 32082.

**Article III
Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares having no par value.

**Article IV
Registered Office and Agent**

The street address of the registered office of this corporation is 3169 La Reserve Drive, Ponte Vedra Beach, Florida 32082, and the name of the registered agent of this corporation at that address is Laura A. Shivers.

**Article V
Directors**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the shareholders, but shall never be less than one (1). The name and street address of the sole member of the board of directors of this corporation are:

<u>Name</u>	<u>Address</u>
Laura A. Shivers	3169 La Reserve Drive Ponte Vedra Beach, Florida 32082

((H05000080352 3)))

FILED
05 APR - 1 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM :

FAX NO. :

Apr. 01 2005 04:11PM P3

((H05000080352 3)))

Article VI
Bylaws

The power to adopt, amend or repeal bylaws for the management of this corporation shall be vested in the board of directors or the shareholders, but the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to the amendment or repeal by the board of directors.


Article VII
Incorporator

The name and street address of the incorporator of this corporation is Laura A. Shivers, 3169 La Reserve Drive, Ponte Vedra Beach, Florida 32082.

Article VIII
Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 1st day of April, 2005.


Laura A. Shivers, as Incorporator

((H05000080352 3)))

FROM :

FAX NO. :

Apr. 01 2005 04:12PM P4

((H05000080352 3)))

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

In compliance with Chapter 607, Florida Statutes, the following is submitted:

INSIGHT LEASING SERVICES, CORP., desiring to incorporate under the laws of the State of Florida, hereby designates Laura A. Shivers as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 3169 La Reserve Drive, Ponte Vedra Beach, Florida 32082.

April 1, 2005

INSIGHT LEASING SERVICES, CORP.

By: Laura A. Shivers
Laura A. Shivers, President

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

April 1, 2005

Laura A. Shivers
Laura A. Shivers, Registered Agent

((H05000080352 3)))

FROM :

FAX NO. :

Apr. 01 2005 04:12PM P5

((H05000080352 3)))

INSIGHT LEASING SERVICES, CORP.

**UNANIMOUS WRITTEN CONSENT OF
THE SOLE DIRECTOR AND SOLE SHAREHOLDER
IN LIEU OF ORGANIZATIONAL MEETING**

Pursuant to the authority of the Florida Business Corporation Act, the undersigned, being the sole director and the sole shareholder of INSIGHT LEASING SERVICES, CORP., a Florida corporation (the "Corporation"), does hereby affirmatively vote for, consent to, adopt and approve the following resolutions:

RESOLVED, that the Articles of Incorporation of the Corporation as filed with the Florida Secretary of State are hereby ratified and adopted as the Articles of Incorporation for the Corporation, and that a copy be inserted in the minute book of the Corporation;

FURTHER RESOLVED, that the following person is hereby elected to the offices set forth below to hold office until her successors shall have been chosen and qualified or until her earlier resignation or removal:

PRESIDENT –	Laura A. Shivers
SECRETARY –	Laura A. Shivers
TREASURER –	Laura A. Shivers

FURTHER RESOLVED, that the President of the Corporation may open bank accounts in the name of the Corporation with any bank and may designate such signatory parties thereon as may be deemed necessary or desirable, and any form of corporate resolution which may be required by any bank in order to effectuate the foregoing intent is hereby deemed adopted; and any appropriate officer of the Corporation may certify the adoption of such resolutions to such bank;

FURTHER RESOLVED, that the Corporation issue to the following person the number of shares of the Corporation's common stock set forth opposite such person's name, and upon their issuance such shares shall be fully paid and non-assessable:

<u>Name</u>	<u>Number of Shares</u>
Laura A. Shivers	100

FURTHER RESOLVED, that the officers and directors of the Corporation are hereby authorized and directed to take such actions as necessary to effectuate the foregoing resolutions.

This consent shall be effective as of April 1, 2005.



Laura A. Shivers, as sole Shareholder
and Director

FILED
05 APR -1 AM 8:39
TALLAHASSEE, FLORIDA

((H05000080352 3)))

Form **SS-4**
(Rev. December 2001)
Department of the Treasury
Internal Revenue Service

Application for Employer Identification Number

(For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, Indian tribal entities, certain individuals, and others.)

▶ See separate instructions for each line. ▶ Keep a copy for your records.

EIN _____
OMB No. 1545-0003

Type or print clearly.	1 Legal name of entity (or individual) for whom the EIN is being requested Insight Leasing Services, Inc.		
	2 Trade name of business (if different from name on line 1)	3 Executor, trustee, "care of" name	
	4a Mailing address (room, apt., suite no. and street, or P.O. box) 3169 La Reserve Drive	5a Street address (if different) (Do not enter a P.O. box.)	
	4b City, state, and ZIP code Ponte Vedra Beach, Florida 32082	5b City, state, and ZIP code	
	6 County and state where principal business is located St. Johns County, Florida		
	7a Name of principal officer, general partner, grantor, owner, or trustee Laura A. Shivers	7b SSN, ITIN, or EIN 297-69-8454	
8a Type of entity (check only one box)			<input type="checkbox"/> Estate (SSN of decedent)
<input type="checkbox"/> Sole proprietor (SSN)			<input type="checkbox"/> Plan administrator (SSN)
<input type="checkbox"/> Partnership			<input type="checkbox"/> Trust (SSN of grantor)
<input checked="" type="checkbox"/> Corporation (enter form number to be filed) ▶ 1120			<input type="checkbox"/> National Guard <input type="checkbox"/> State/local government
<input type="checkbox"/> Personal service corp.			<input type="checkbox"/> Farmers' cooperative <input type="checkbox"/> Federal government/military
<input type="checkbox"/> Church or church-controlled organization			<input type="checkbox"/> REMIC <input type="checkbox"/> Indian tribal governments/enterprises
<input type="checkbox"/> Other nonprofit organization (specify) ▶			Group Exemption Number (G/EIN) ▶
<input type="checkbox"/> Other (specify) ▶			
8b If a corporation, name the state or foreign country (if applicable) where incorporated		State Florida	Foreign country
9 Reason for applying (check only one box)			
<input checked="" type="checkbox"/> Started new business (specify type) ▶ leasing consulting services		<input type="checkbox"/> Banking purpose (specify purpose) ▶	
<input type="checkbox"/> Hired employees (Check the box and see line 12.)		<input type="checkbox"/> Changed type of organization (specify new type) ▶	
<input type="checkbox"/> Compliance with IRS withholding regulations		<input type="checkbox"/> Purchased going business	
<input type="checkbox"/> Other (specify) ▶		<input type="checkbox"/> Created a trust (specify type) ▶	
		<input type="checkbox"/> Created a pension plan (specify type) ▶	
10 Date business started or acquired (month, day, year) April 1, 2005		11 Closing month of accounting year DECEMBER	
12 First date wages or annuities were paid or will be paid (month, day, year). Note: If applicant is a withholding agent, enter date income will first be paid to nonresident alien. (month, day, year)			
13 Highest number of employees expected in the next 12 months. Note: If the applicant does not expect to have any employees during the period, enter "-0-."			Agricultural 0
			Household 0
			Other 0
14 Check one box that best describes the principal activity of your business.			
<input type="checkbox"/> Construction		<input checked="" type="checkbox"/> Rental & leasing	<input type="checkbox"/> Health care & social assistance
<input type="checkbox"/> Real estate		<input type="checkbox"/> Manufacturing	<input type="checkbox"/> Transportation & warehousing
		<input type="checkbox"/> Finance & insurance	<input type="checkbox"/> Accommodation & food service
			<input type="checkbox"/> Wholesale-agent/broker
			<input type="checkbox"/> Wholesale-other
			<input type="checkbox"/> Retail
15 Indicate principal line of merchandise sold; specific construction work done; products produced; or services provided. consulting services in connection with the leasing of equipment			
16a Has the applicant ever applied for an employer identification number for this or any other business? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Note: If "Yes," please complete lines 16b and 16c.			
16b If you checked "Yes" on line 16a, give applicant's legal name and trade name shown on prior application if different from line 1 or 2 above. Legal name ▶		Trade name ▶	
16c Approximate date when, and city and state where, the application was filed. Enter previous employer identification number if known. Approximate date when filed (mo., day, year) City and state where filed Previous EIN			
Third Party Designee	Complete this section only if you want to authorize the named individual to receive the entity's EIN and answer questions about the completion of this form		
	Designee's name Elizabeth A. Westlake, Esq., Reznicek & Fraser, PA	Designee's telephone number (include area code) (904) 567-1160	
	Address and ZIP code 240 Ponte Vedra Park Drive, Suite 150, Ponte Vedra Beach, FL 32082	Designee's fax number (include area code) (904) 567-1065	

Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.

Name and title (type or print clearly) ▶ **Laura A. Shivers, President**

Signature ▶ *Laura A. Shivers* Date ▶ **4/1/05**

Applicant's telephone number (include area code) **(904) 567-1060**

Applicant's fax number (include area code) **(904) 567-1065**

((H05000080352 3)))

FROM :

FAX NO. :

Apr. 01 2005 04:13PM P7

((H05000080352 3)))

Form **2553**
(Rev. March 2005)
Department of the Treasury
Internal Revenue Service

Election by a Small Business Corporation

(Under section 1362 of the Internal Revenue Code)

OMB No. 1545-0146

▶ See Parts II and III on back and the separate instructions.

▶ The corporation may either send or fax this form to the IRS. See page 2 of the instructions.

Notes: 1. Do not file Form 1120S, U.S. Income Tax Return for an S Corporation, for any tax year before the year the election takes effect.
2. This election to be an S corporation can be accepted only if all the tests are met under Who May Elect on page 1 of the instructions; all shareholders have signed the consent statement; an officer has signed this form; and the exact name and address of the corporation and other required form information are provided.

Part I Election Information

Please Type or Print	Name (see instructions) Insight Leasing Services, Corp.	A Employer identification number
	Number, street, and room or suite no. (if a P.O. box, see instructions.) 3169 La Reserve Drive	B Date incorporated April 1, 2005
	City or town, state, and ZIP code Ponte Vedra Beach, Florida 32082	C State of incorporation Florida

D Check the applicable box(es) if the corporation, after applying for the EIN shown in **A** above, changed its name or address

E Election is to be effective for tax year beginning (month, day, year) ▶ **01 / 01 / 2005**

F Name and title of officer or legal representative who the IRS may call for more information
Elizabeth A. Westlake, Esq.

G Telephone number of officer or legal representative
(904) 567-1160

H If this election takes effect for the first tax year the corporation exists, enter month, day, and year of the earliest of the following: (1) date the corporation first had shareholders, (2) date the corporation first had assets, or (3) date the corporation began doing business ▶ **04 / 01 / 2005**

I Selected tax year: Annual return will be filed for tax year ending (month and day) ▶ **December 31**
If the tax year ends on any date other than December 31, except for a 52-53-week tax year ending with reference to the month of December, complete Part II on the back. If the date you enter is the ending date of a 52-53-week tax year, write "52-53-week year" to the right of the date.

J Name and address of each shareholder of former shareholder required to consent to the election. (See the instructions for column K)	K Shareholders' Consent Statement. Under penalties of perjury, we declare that we consent to the election of the above-named corporation to be an S corporation under section 1362(a) and that we have examined this consent statement, including accompanying schedules and statements, and to the best of our knowledge and belief, it is true, correct, and complete. We understand our consent is binding and may not be withdrawn after the corporation has made a valid election. (Sign and date below.)		L Stock owned or percentage of ownership (see instructions)		M Social security number or employer identification number (see instructions)	N Shareholder's tax year ends (month and day)
	Signature	Date	Number of shares or percentage of ownership	Date(s) acquired		
Laura A. Shivers 3169 La Reserve Drive Ponte Vedra Beach, FL 32082	<i>Laura A Shivers</i>	<i>4/1/05</i>	100%	4/01/05	<i>297-64-8454</i>	12/31

Under penalties of perjury, I declare that I have examined this election, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete.

Signature of officer ▶ *Laura A Shivers* Title ▶ **President** Date ▶ *4/1/05*

For Paperwork Reduction Act Notice, see page 4 of the instructions. Cat. No. 10899R Form **2553** (Rev. 3-2005)

((H05000080352 3)))