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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 311-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000001105))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: UNILEASING SERVICES, INC.

FAX AUDIT NUMBER: H95000001105 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/26/1995 TIME REQUESTED: 17:38:44
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Sandra B. Mortham
Secretary of State

January 27, 1995

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MIAMI, FL 33135

SUBJECT: UNILEASING SERVICES, INC.
REF: W95000001983

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Terri Buckley
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CERTIFICATE OF INCORPORATION
OF
UNILEASING SERVICES, INC.

ARTICLE I

The name of this corporation shall be: Unileasing Services, Inc.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 at $1.00 PAR VALUE each.

ARTICLE IV

This corporation is to have perpetual existence.

ARTICLE V

The principal office of this corporation shall be located at: 104 Crandon Blvd., Suite 302, Key Biscayne, FL 33149, with the corporation retaining the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors.

This instrument was prepared by:

A. Rosemary Sala, P.A.
104 Crandon Blvd. Suite 302
Key Biscayne, Florida 33149
Florida Bar No. 0494380
(305) 361.0105

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ARTICLE VI

This corporation shall at all times have at least one Director who shall conduct the business of the corporation as a Board of Directors. The stockholders of the corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of the corporation, provided that the corporation shall at all times have a minimum of one Director.

ARTICLE VII

The names and post office addresses of the First Board of Directors of the corporation who subject to the provisions of the Certificate of Incorporation and the corporation laws of the State of Florida shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified are:

Heinrich Wicke	251 Crandon Blvd., Unit 423 Key Biscayne, FL 33149
Carmen Lacavex	251 Crandon Blvd., Unit 423 Key Biscayne, FL 33149

The registered agent shall be A. Rosemary Sala, P.A., and the registered office shall be at 104 Crandon Blvd., Suite 302, Key Biscayne, Florida 33149.

ARTICLE VIII

The name and post office address of the subscriber to this Certificate of Incorporation, is:

A. Rosemary Sala, P.A.
104 Crandon Blvd., Suite 302
Key Biscayne, FL 33149

ARTICLE IX

The By-Laws of this corporation may be created, amended or changed by either the

Stockholders or the Directors of the corporation at any regular or duly scheduled Special Meeting.

ARTICLE X

All officers, agent and factors shall be chosen in such manner, hold their office for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors of the corporation.

ARTICLE XI

Every person who now is or hereafter shall become a Director of this corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him. However, an exception is made to the above in relation to matters as to which he shall be finally adjudged in such action, suit of proceeding to have been derelict in the performance of such duties imposed in him as such Director.

The right to indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

I, the undersigned, do hereby subscribe, acknowledge and file this Certificate of Incorporation, hereby certifying that the fact herein stated are true and correct, and according hereto set my hand and seal this 26 day of January, 1995.

_____________________ (SEAL)
A. Rosemary Sala

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STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

Be it remembered that on this 26 day of January, 1995, personally appeared before me, a Notary Public for the State of Florida, A. Rosemary Sala, party to the foregoing Certificate of Incorporation, known to me personally to be such, and he acknowledged the said Certificate of Incorporation to be the act and deed of the signer, and that the facts therein stated are truly set forth.

Given under my hand and seal of office the day and year aforesaid.

Notary Public, State of Florida at Large

My commission expires:

OFFICIAL NOTARY SEAL
MELISSA P LINDEMAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC339960
MY COMMISSION EXP. JAN. 30,1998

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JAN-27-1995 15:56 FROM EMPIRE TO 19049224000 P.07

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT <u>UNILEASING SERVICES, INC.</u>

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED <u>A. Rosemary Sala, P.A.</u>, LOCATED AT <u>104 Crandon Blvd., Suite 302</u>, CITY OF KEY BISCAYNE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: Rosemary Sala
A. ROSEMARY SALA

Title: DIRECTOR

Date: January 26, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

Signature: Rosemary Sala

Date: January 26, 1995

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