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FROM: EMPIRE CORPORATE KIT COMPANY

1482 W FLAGLER ST

SUITE 200

MIAMI FL 33135- 311-

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 27, 1995

EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER STREET STE. 200
MIAMI, FL 33135

SUBJECT: UNILEASING SERVICES, INC.
REF: W95000001983

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Terri Buckley
Corporate Specialist

FAX Aud. #: H95000001105
Letter Number: 895A00003599

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

CERTIFICATE OF INCORPORATION
OF
UNLEASING SERVICES, INC.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 27 AM 10:43

ARTICLE I

The name of this corporation shall be: Unleashing 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 Grandon 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 Grandon Blvd. Suite 302
Key Biscayne, Florida 33149
Florida Bar No. 0494380
(305) 361.0105

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 Wicks

251 Crandon Blvd., Unit 423
Key Biscayne, FL 33149

Carmen Lucaven

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

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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 or 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.

A. Rosemary Sala

(SEAL)

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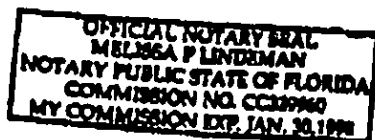
STATE OF FLORIDA)
COUNTY OF DASH) ss:

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.

Melissa P. Lindeman
Notary Public, State of Florida
at Large

My commission expires:



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 UNILEASING SERVICES, INC.

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 A. ROSEMARY SALE, P.A., LOCATED AT 104 CRADDOX BLVD., SUITE 302, CITY OF
KEY BISCAYNE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

Signature: _____

A. ROSEMARY SALE

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: _____

Date: _____

January 26, 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE REGISTRATION
95 JAN 27 11:10:43

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