

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME
FIRM
ADDRESS

PHONE ()

Service: ☐ Top Priority ☐ Regular ☐ No Day Service ☐ Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

JAN 30 1995 358

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>AAK</u>	_____	_____	_____

WALK-IN Will Pick Up 130 1120

RE: cBarne'S Leasing
Company, Inc.

C.C. FEE. DISBURSED

Capital Express™
☐ Corp. Inc. File
☐ Corp. Record Search
☐ Ind. Partnership
☐ Foreign Corp. File
☐ () Copy
☐ Art. Amend. File
☐ Dissolution/Withdrawal
☐ U.S.
☐ Fictitious Name File
☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing
☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval
☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s. _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep
☐ FAX () pgs.

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
cRane'S Leasing Company, Inc.

FILED
95 JAN 30 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Address

The name of this corporation is cRane'S Leasing Company, Inc., whose place of business is located at 33920 U.S. Highway 19 N., Suite 200, Palm Harbor, Florida 34684.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 100,000 shares at One Dollar (\$1.00) par value common stock, which shall be designated "common shares." The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of this corporation may

be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Preemptive Rights

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Initial Registered Office and Agent

The name of the initial registered agent of this corporation is Robert C. Dickinson III, and the address of the initial registered office of this corporation is 33920 U.S. 19 No., Suite 200, Palm Harbor, Florida 34684.

ARTICLE VII

Initial Board of Directors and Officers

This corporation shall have one director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director and officer

of this corporation is:

<u>Name</u>	<u>Address</u>	<u>Office</u>
James C. Crane	102 Tanglewood Court Safety Harbor, FL 34695	Director/President/ Secretary

ARTICLE VIII

Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
James C. Crane	102 Tanglewood Court Safety Harbor, FL 34695

ARTICLE IX

By-Laws

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Shareholder Quorum and Voting

Fifty-one percent, (51%), of the issued shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

Amendment

This corporation reserves the right, by a majority vote of shareholders, to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV

Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number

of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23rd day of JANUARY, 1995.


James C. Crane, Incorporator


STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in this State and County set forth above, personally appeared JAMES C. CRANE, to be the person who executed the foregoing Articles of Incorporation who is personally known to me or who has produced PERS. KNOWN as identification and who did take an oath and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd day of JANUARY, 1995.



TONI L. REED
My Commission CC268880
Expires May 24 1997
Bonded by HAI
800-422-1888


Print Name: TONI L. REED
Notary Public
My Commission Expires: 05/24/97

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept services for process for National Medical Data Bank, Inc. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.


ROBERT C. DICKINSON III

P95000007560

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

R&S LEASING COMPANY, INC., a West Virginia corporation which is not
qualified in Florida

INTO

CRANE'S LEASING COMPANY, INC., a Florida corporation, P95000007560.

File date: July 7, 1995

Corporate Specialist: Velma Shepard

P95000007560

Robert C. Dickinson III, P.A.

Attorney at Law

(813) 789-1981
Fax Line
(813) 789-3436

33920 U.S. Hwy 19 North
Suite 200
Palm Harbor, FL 34684

June 30, 1995

800001532828
-07/07/95--01092--002
*****70.00 *****70.00

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

RE: Merger of R & S Leasing Company, a West Virginia Corporation with cRane'S
Leasing Company, Inc. a Florida Corporation, cRane'S Leasing Company, Inc.
surviving

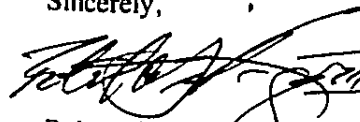
Dear Sir or Madam:

Enclosed are one original and one copy of each of the Plan of Merger and the Minutes
of Special Joint Meeting of Sole Shareholder and Director Authorizing Merger of R & S Leasing
Company, a West Virginia Corporation with cRane'S Leasing Company, Inc. a Florida
Corporation wherein R & S Leasing Company, a West Virginia Corporation is being merged
with cRane'S Leasing Company, Inc. a Florida Corporation so that the surviving Corporation
is cRane'S Leasing Company, Inc., a Florida Corporation.

Enclosed herewith you will find a check in the amount of \$70.00. Please stamp and
return the extra copy of the documents which are enclosed for our files.

Thank you for your attention to this matter. Should you need any additional information,
please contact my office.

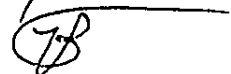
Sincerely,


Robert C. Dickinson III

RCD/vhk
Enclosures

cc: James C. Crane, President

CAWPS11MISCUSOS0628.LTR

Melgen
7/18


95 JUL 7 PM 2:50
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES
AND
PLAN OF MERGER

R&S LEASING COMPANY, a West Virginia corporation and cRane'S LEASING COMPANY, INC., a Florida corporation, hereby adopt the following Plan of Merger pursuant to Section 607.1101, Florida Statutes.

1. Name of each corporation planning to merge is:

R&S Leasing Company, Inc., a West Virginia corporation
102 Tanglewood Court
Safety Harbor, FL 34695

and

cRane'S Leasing Company, Inc., a Florida corporation
33920 U.S. Highway 19 N., #200
Palm Harbor, FL 34684

2. Name of surviving corporation is:

cRane'S Leasing Company, Inc., a Florida corporation
33920 U.S. Highway 19 N., #200
Palm Harbor, FL 34684

3. The terms and conditions of the merger are:

On the effective date of the merger, the separate existence of the absorbed corporation shall cease and it shall be dissolved. The surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

4. The manner and basis of converting the shares of each corporation is:

Each share of the \$1.00 par value common stock of R&S Leasing Company, Inc. issued and outstanding on the effective date of this merger shall be cancelled whereupon the shareholders of R&S Leasing Company, Inc. shall receive an identical number of shares and proportionate ownership of cRane'S Leasing Company, Inc.

FILED
95 JUL -7 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. The manner and basis of converting rights to acquire shares of each corporation is:

See paragraph 4 above.

6. The following are amendments to or a restatement of the article of incorporation of the surviving corporation:

There will be no modifications to the bylaws or articles of incorporation of cRane'S Leasing Company, Inc.


7. The effective date of the merger is:

June 20, 1995 or as soon thereafter as permitted under the Laws of the Florida and West Virginia.

8. For income tax purposes, the merger contemplated hereunder shall be deemed to be a change in identity, form or place of organization of one corporation and therefore be tax-free under Internal Revenue Code 368(a)(1)(F).

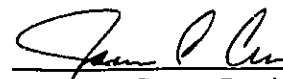
9. The business purpose for the merger is to reflect the reality of the fact that all corporate activities are centered in and conducted from the State of Florida and that no significant corporate activity is conducted in the State of West Virginia anymore.

As the Board of Directors of
R&S Leasing Company, Inc., a West
Virginia corporation


James C. Crane, President and Sole
Director and Shareholder

6/20/95
Date

As the Board of Directors of
cRane'S Leasing Company, Inc., a Florida
corporation


James C. Crane, President and Sole
Director and Shareholder

6/20/95
Date

**MINUTES OF SPECIAL JOINT MEETING OF
SOLE SHAREHOLDER AND DIRECTOR AUTHORIZING MERGER
OF R & S LEASING COMPANY, A WEST VIRGINIA CORPORATION
AND cRane'S LEASING COMPANY, INC., A FLORIDA CORPORATION**

A special meeting of the sole shareholder and the sole director of R & S LEASING COMPANY, a West Virginia Corporation, was held on June 20, 1995 at 10:30 a.m., pursuant to waiver of notice by the sole shareholder and the sole director.

Present was the sole shareholder and sole director, being:

James C. Crane

James C. Crane served as Chairman and Secretary for purposes of the meeting.

A special meeting of the sole shareholder and the sole director of cRane'S LEASING COMPANY, INC., a Florida Business Corporation, was held on June 20, 1995 at 10:03 a.m., pursuant to waiver of notice by the sole shareholder and the sole director.

Present was the sole shareholder and sole director, being:

James C. Crane

James C. Crane served as Chairman and Secretary for purposes of this meeting.

The Chairman placed before each Corporation the proposed Plan of Merger. Thereupon, on motions duly made and seconded, the following resolutions were unanimously adopted by the shareholders and directors of both Corporations:

WHEREAS, the Business Corporation Acts of Florida and Florida provide that a Plan of Merger may be authorized and adopted by the affirmative vote of the Directors and holders of all outstanding shares entitled to a vote on merger, and;

WHEREAS, it is deemed by each of the Boards of Directors to be desirable and in the best interests of these Corporations and the sole shareholders of each that a Plan of Merger be authorized as hereinafter provided, and;

WHEREAS, Corporate legal counsel has advised that the anticipated merger shall be treated as a tax-free merger pursuant to IRC Section 368(a)(1)(F) and the S-status of the surviving Corporation shall be maintained; therefore be it:

RESOLVED, the Plan of Merger attached hereto and incorporated by referenced herein is hereby unanimously approved by the shareholders and directors of R & S LEASING COMPANY and cRane'S LEASING COMPANY, INC. Said merger to be effective at midnight June 20, 1995 or as soon thereafter as is permissible under Florida and West Virginia law.

FURTHER RESOLVED, that R & S LEASING COMPANY shall, through its officers, file such other information and legal documents as shall be required to dissolve R & S LEASING COMPANY as an West Virginia corporation in accordance with West Virginia law.

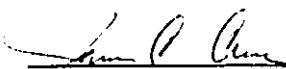
BE IT FURTHER RESOLVED, that the Internal Revenue Service shall be apprised of the merger by the officers of cRane'S LEASING COMPANY, INC. to minimize any confusion regarding tax filing requirements.

RESOLVED, that the secretary is directed to attach a copy of the Plan of Merger to the minutes and make it a part of each Corporations' corporate records;

RESOLVED FURTHER, that the officers of R & S LEASING COMPANY be, and the same hereby are, authorized to transfer all assets of R & S LEASING COMPANY to cRane'S LEASING COMPANY, INC., a Florida corporation, by executing a Bill of Sale and transferring possession of same, and to perform such acts and to execute any and all additional documents, amendments, contracts, writings, or other instruments necessary or advisable to effectuate the above transactions.

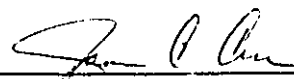
There being no other or further business to come before the meeting, on motion duly made, seconded and carried, the meeting adjourned.

As the Board of Directors of
R & S Leasing Company,
a West Virginia corporation


James C. Crane, Sole Director
and Shareholder

June 20, 1995
Date

As the Board of Directors of
cRane'S Leasing Company, Inc., a Florida
corporation


James C. Crane, Sole Director
and Shareholder

June 20, 1995
Date