

P95000007811

LAW OFFICES

S. CRAIG WAKEFIELD

PROFESSIONAL ASSOCIATION

1400 West Oak Street, Suite A
Kissimmee, Florida 34741

S. CRAIG WAKEFIELD *

* Also Admitted Nebraska & Iowa

(407) 846-7113

MAILING ADDRESS

Post Office Box 421408
Kissimmee, Florida 34742-1408

TELECOPIER NUMBER

(407) 846-3585

December 22, 1994

The Secretary of State
Corporations Division
P. O. Box 6327
Tallahassee, Florida 32301

700001364937
-12/28/94--01114--002
****122.50 ****122.50

RE: Royal Leasing, Inc.

Dear Sir/Madam:

Enclosed are the original Articles of Incorporation for the above referenced corporations. Please file the original, indicate the filing date on the enclosed copy of the Articles, and return the copy to me.

Also enclosed is a check in the sum of \$122.50 covering the fees and charges for filing the Articles of Incorporation.

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Very truly yours,

S. Craig Wakefield

SCW/llt

Enclosures

FILED
1995 JAN 31 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

202-300-1/31/95
441-2746
P95-7811



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 29, 1994

S. CRAIG WAKEFIELD, ESQ.
P.O. BOX 421408
KISSIMMEE, FL 34742-1408

SUBJECT: ROYAL LEASING, INC.
Ref. Number: W94000027466

We have received your document for ROYAL LEASING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 294A00054686

ARTICLES OF INCORPORATION
OF
ROYAL LEASING ENTERPRISES, INC.

FILED
1995 JAN 31 12 15 PM
TALLAHASSEE
SEC. OF STATE

ARTICLE I. NAME

The name of this corporation shall be ROYAL LEASING ENTERPRISES, INC., whose address is 2580 N. Orange Blossom Trail, Kissimmee, Florida 34744.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSES, POWERS, & RIGHTS

This corporation is being organized for the purpose of leasing of motor vehicles and equipment engaging in any lawful act or activity for which corporations may be organized under the laws of the State Of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by laws of the State Of Florida.

ARTICLE IV. CAPITAL STOCK

- A. This corporation shall have the authority to issue 7500 \$1.00 par value shares of common capital stock.
- B. The designations, voting powers, references and relative, participating, optional or other special rights, and

Articles Of Incorporation Of ROYAL LEASING ENTERPRISES, INC.

qualifications, limitations or restrictions of the above stock are as follows:

1. The holders of the common stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board Of Directors.
2. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any, such stock shall be authorized herein and issued, the holders of common stock shall be entitled to receive all of the remaining assets of the corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of common stock held by them respectively. The Board Of Directors may distribute in kind to the holders of common stock such remaining assets of the corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so

received and distribute any balance thereof in kind to holders of common stock. The merger or consolidation of the corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the corporation of any class, shall not be deemed to be a dissolution, liquidation nor winding up of the corporation for the purposes of this paragraph.

3. Any person, upon becoming the owner or holder of any shares of the common stock or other securities having voting rights issued by this corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State Of Florida, or of the United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons, if any; and that the corporation reserves the right to transact any business of the corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry

Articles Of Incorporation Of ROYAL LEASING ENTERPRISES, INC.

the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

A. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board Of Directors, except as otherwise herein provided or reserved to the holders of common stock. In furtherance and not in limitation of the general and specific powers and rights granted and conferred by the applicable provisions of the laws of Florida, the Board Of Directors is expressly authorized:

1. To make, alter or repeal the Bylaws of the corporation.
2. To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any reserve in the manner in which it was created.
3. By a majority of the whole board, to designate one

Articles Of Incorporation Of ROYAL LEASING ENTERPRISES, INC.

or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The Bylaws may provide that in the absence or disqualification of a member of a meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board Of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board Of Directors, or in the Bylaws of the corporation, shall have and may exercise all the powers and authority of the Board Of Directors in the management of the business and affairs of the corporation to the extent permitted by the applicable laws of Florida, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the powers or authority in reference to amending the Articles of Incorporation, adopting an agreement of merger or consolidation, recommending to the shareholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the

shareholders a dissolution of the corporation or a revocation of a dissolution, or amending the Bylaws of the corporation; and, unless the resolution of Bylaws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

4. When and as authorized by the shareholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as the Board Of Directors shall deem expedient and for the best interests of the corporation.

- B. 1. As indicated above, the number of members of the Board Of Directors may be increased from time to time, as provided in this corporation's bylaws, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board Of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a

director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the corporation until the first annual meeting of the shareholders are as follows:

Cory C. Tattoli, 2580 N. Orange Blossom Trail, Kissimmee, Florida 34744

Richard V. Tattoli, 1801 Pinar Court, St. Cloud, Florida 34769

ARTICLE VIII. DIRECTOR & SHAREHOLDER ACTION BY CONSENT

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of all directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board of Directors. The manner of the election of the officers shall be

specified in the corporate Bylaws. The officers name herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board of Directors' meeting.

The names of the initial officers are:

President	Cory C. Tattoli
Vice President	Richard V. Tattoli
Secretary	Cory C. Tattoli
Treasurer	Richard V. Tattoli

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 1400 W. Oak Street, Suite A, Kissimmee, Florida 34741.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: S. Craig Wakefield.

ARTICLE XI. INCORPORATORS

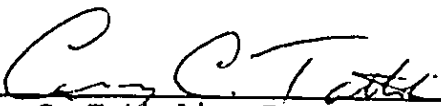
The names and addresses of the individuals who shall serve as this corporation's incorporators are:

Cory C. Tattoli, 2580 N. Orange Blossom Trail, Kissimmee, Florida 34741

Richard V. Tattoli, 1801 Pinar Court, St. Cloud, Florida 34769

ARTICLE XII. AMENDMENT


This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Cory C. Tattoli - Incorporator


Richard V. Tattoli - Incorporator

FILED
1995 JUN 31 AM 7:59
TALLAHASSEE, FLORIDA

I hereby accept my designation as resident agent and agree to serve as the resident agent of ROYAL LEASING ENTERPRISES, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for ROYAL LEASING ENTERPRISES, INC.


S. Craig Wakefield - Registered Agent

State Of Florida

County Of Osceola

On January 26, 1995, S. Craig Wakefield, designated above as the individual who shall serve as the corporation's initial registered agent, and the individuals, designated above, as the corporation's incorporators, all of whom are personally known to me, or produced Florida driver's licenses as identification, and all of whom personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of ROYAL LEASING ENTERPRISES, INC.

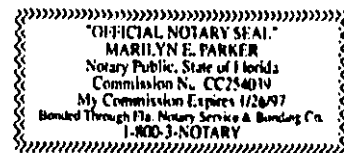
Marilyn E. Parker

Notary Public

MARILYN E. PARKER

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:



(SEAL)

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Articles Of Incorporation Of ROYAL LEASING ENTERPRISES, INC.

P95 90000 7811
2580 N. Orange Blossom Trail
Kissimmee, Florida 34744

BATTERY STARTER
ALTERNATOR

POWERTRON

Kissimmee (407) 846-6070
Orlando (407) 425-7232

APRIL 17, 1995

THE SECRETARY OF STATE
CORPORATION DIVISION
P.O. BOX 6327
TALLAHASSEE, FL 32301

500001487215
-05/15/95--01030--014
*****70.00 *****35.00

DEAR SIR:

PLEASE CHANGE THE REGISTERED AGENT ON BOTH OF THESE COMPANIES.

ROYAL LEASING ENTERPRISES, INC. TO DOMINICK J. TATTOLI

ROYAL INVESTMENTS & PROPERTIES, INC. TO DOMINICK J. TATTOLI

THANK YOU;

Cory Tattoli
CORY TATTOLI

FILED
95 MAY -8 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
95 APR 24 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. Ang
BAC
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ROYAL LEASING ENTERPRISES, INC.
STATEMENT OF CHANGE OF REGISTERED OFFICE & REGISTERED AGENT

The undersigned, as an officer of ROYAL LEASING ENTERPRISES, INC., authorized to sign this designation on behalf of ROYAL LEASING ENTERPRISES, INC., hereby states:

I.

The name and address of this corporation's present registered agent is:

S. Craig Wakefield
1400 W. Oak Street, Suite A
Kissimmee, Florida 34741.

II.

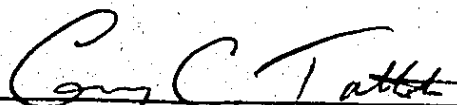
The address of this corporation's registered office and the service of process within the State Of Florida may be served upon this corporation's registered agent, shall hereafter be:

5750 E. Irlo Bronson Highway
St. Cloud, Florida, 34771.

III.

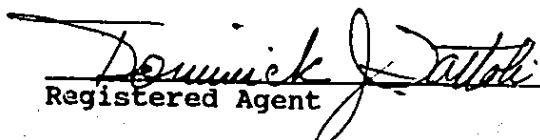
The name of the individual who shall hereafter serve as this corporation's registered agent, to accept service of process within the State Of Florida, at that address is:

Dominick J. Tattoli.


Corporate officer

ACCEPTANCE

Having been named as the registered agent of ROYAL LEASING ENTERPRISES, INC., to accept service of process, within the State Of Florida, at the registered office address indicated above, for ROYAL LEASING ENTERPRISES, INC., I hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of ROYAL LEASING ENTERPRISES, INC..


Registered Agent

Statement Of Change Of Registered Office & Registered Agent

COSCROA1

FILED
95 MAY - 26 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA