

P95000009821

LAW OFFICES

HARRIS, BARRETT, MANN & DEW

SUITE 750, WESTHORN CENTER
1715 NORTH WESTSHORE BOULEVARD
TAMPA, FLORIDA 33607-3020

TELEPHONE (813) 891-0900
FAX (813) 891-0131

PLEASE REPLY TO
Tampa Office

ST. PETERSBURG OFFICE
SUITE 1600 SOUTHTRUST BANK BUILDING
180 SECOND AVENUE NORTH
P.O. DRAWER 1441
ST. PETERSBURG, FLORIDA 33731-1441
TELEPHONE (813) 892-3100
FAX (813) 891-0227
FAX (813) 894-2180

SOUTH PASADENA OFFICE
SUITE 1, SOUTHTRUST BANK BUILDING
1101 PASADENA AVENUE SOUTH
SOUTH PASADENA, FLORIDA 33707-2894
TELEPHONE (813) 892-3131
FAX (813) 349-0342

SUN CITY OFFICE
MARKETPLACE AT CYPRESS CREEK
705 CONTANO DRIVE
SUN CITY CENTER, FLORIDA 33573
TELEPHONE (813) 633-3306
FAX (813) 633-3307

January 30, 1995

EFFECTIVE DATE
JAN 30 1995

Corporate Records Bureau
Division of Corporations
Department of State
Domestic Filing Section
Post Office Box 6327
Tallahassee, Florida 32314

RE: Universal Leasing, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation of Universal Leasing, Inc. together with our check in the amount of \$122.50 to cover the following costs for this corporation:

Item	Amount
Filing Fees	\$35.00
Certificate of Registered Agent	35.00
Certified Copy of Charter	52.50
Total	\$122.50

Upon acceptance of the charters and the filing thereof by your office, please provide me with certified copies of same.

FEB 6 1995

BSB

Sincerely,

HARRIS, BARRETT, MANN & DEW

Frank J. Grebo, Esquire

FJG/dfl
Enclosure

ARTICLES OF INCORPORATION
OF
UNIVERSAL LEASING, INC.

FILED
FEB -1 PM 4:34
TALLAHASSEE

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

EFFECTIVE DATE
JAN 30 1995

ARTICLE I

NAME

The name of this corporation is UNIVERSAL LEASING, INC.

ARTICLE II

PURPOSE

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

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to
have outstanding at any time is 100,000 shares of common stock of 1.00 Dollar per
share par value.

ARTICLE IV

DURATION

This corporation is to exist perpetually, and its existence is to commence on the date of execution of these Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 1717 Tallow Tree Circle, Valrico, Hillsborough County, Florida 33594.

The name and street address of the initial registered agent of the corporation in the State of Florida is: Frank J. Greco, 1715 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have one (1) director, as follows:

NAME

ADDRESS

John Walter Zimski

1717 Tallow Tree Circle
Valrico, Florida 33594

ARTICLE VII

INCORPORATORS

The name and address of the incorporator of this corporation is:

NAME

ADDRESS

John Walter Zimski

1717 Tallow Tree Circle
Valrico, Florida 33594

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

ARTICLE IX

BY-LAWS

The Initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

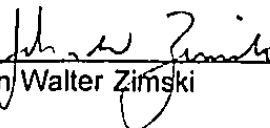
ARTICLE X

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by: John Walter Zimski

Dated this 30th day of January, 1995.

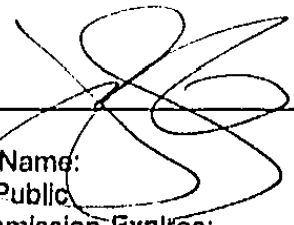


John Walter Zimski

STATE OF FLORIDA

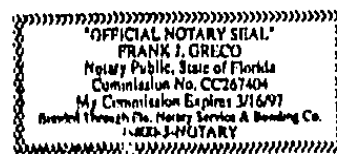
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30 day of January, 1995, by John Walter Zimski, who is personally known to me or who has produced N/A as identification, and who did take an oath.



Printed Name:
Notary Public:
My Commission Expires:
Serial Number:

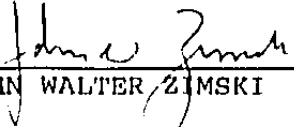
FIDONNAIGRECOIUNIVERSALAOI



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

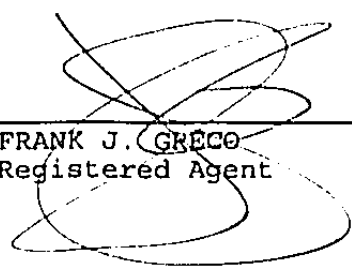
First -- That UNIVERSAL LEASING, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Hillsborough County, Florida, has named FRANK J. GRECO, located at 1715 N. West Shore Boulevard, Suite 750, Tampa Florida 33607, as its agent to accept service of process within this state.



JOHN WALTER ZIMSKI

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



FRANK J. GRECO
Registered Agent