



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 611335 113642A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : June 7, 1995

ORDER TIME : 10:01 AM

ORDER NO. : 611335

CUSTOMER NO: 113642A

CUSTOMER: Bruce R. Abernethy, Jr., Esq
BRUCE R. ABERNETHY, JR., P.A.

Suite 6
900 Virginia Avenue
Ft. Pierce, FL 34982

RECEIVED JUN 7 1995
FILING CLERK
TALLAHASSEE, FLORIDA
***12.50 ***12.50

DOMESTIC FILING

NAME: PHOTON LEASING, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney

EXAMINER'S INITIALS:

T. BROWN JUN - 7 1995

FILED
95 JUN - 7 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BRUCE R. ABERNETHY, JR., P.A.

ATTORNEY AT LAW
800 VIRGINIA AVENUE
PROFESSIONAL CENTRE, SUITE 6
FORT PIERCE, FLORIDA 34982

TELEPHONE (407) 488-4801

TELEFAX (407) 488-4802

June 5, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Photon leasing, Inc.

Gentlemen:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, certify and indicate the filing date on the copy, and return the certified copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

| | |
|---|----------|
| A. Articles Of Incorporation filing fee: | \$ 35.00 |
| B. Certified copy of Articles Of Incorporation: | 52.50 |
| C. Registered Agent Designation Filing Fee: | 35.00 |
| | <hr/> |
| | \$122.50 |

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

Sincerely,


Bruce R. Abernethy, Jr.

BRA/jlb
Enclosures

**ARTICLES OF INCORPORATION
OF
PHOTON LEASING, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is PHOTON LEASING, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually commencing as of the date these Articles are filed with the Secretary of State

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the Florida General Corporation Law.

ARTICLE IV - CAPITAL STOCK

The corporation shall have the authority to issue Five Thousand (5,000) shares of common stock.

ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 652 S.E. Portgage Avenue, Port St. Lucie, FL 34984, and the name of the initial registered agent of this corporation is David W. Marshall. The principal office and mailing address of the Corporation is 1119 S.E. Coral Reef Street, Port St. Lucie, FL 34983.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

David W. Marshall

652 S.E. Portage Avenue
Port St. Lucie, FL 34984

Alex N. Vennos

1119 S.E. Coral Reef Street
Port St. Lucie, FL 34983

ARTICLE VII - INCORPORATOR

The name and mailing address of the person signing these Articles of Incorporation is:

David W. Marshall

652 S.E. Portage Avenue
Port St. Lucie, FL 34984

ARTICLE VIII - OFFICERS

The following named persons shall be officers of this corporation from its inception and until their successors are duly elected and qualified:

Alex N. Vennos
David W. Marshall

President
Secretary

ARTICLE IX - AMENDMENT

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

ARTICLE X - 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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of June, 1995.



DAVID W. MARSHALL

STATE OF FLORIDA
COUNTY OF ST. LUCIE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared DAVID W. MARSHALL, known to me or who has produced a valid Drivers License as identification and who did take an oath, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 5th day of June, 1995.



JANE L. BROCK - NOTARY PUBLIC, STATE
OF FLORIDA - AT LARGE.

NOTARY STAMP:



JANE L. BROCK
MY COMMISSION # CC434100 EXPIRES
February 12, 1998
BONDED THRU TROY FARM INSURANCE, INC.


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

In accordance with the provisions of Chapter 48.091, Florida Statutes, PHOTON LEASING, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Port St. Lucie, County of St. Lucie, State of Florida, has named DAVID W. MARSHALL, whose address is 652 S.E. Portage Avenue, Port St. Lucie, FL 34934 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping said office open.

DATED: 6/5/95



DAVID W. MARSHALL

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TALLAHASSEE, FLORIDA