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LAW OFFICES

TAYLOR, BRION, BUKER & GREENE

ESTABLISHED 1908

H. H. TAYLOR (1882-1961)

GEORGE F. ALLEN
LESLIE D. ANDERSON
JOHN B. ANDREWS, P.A.
PETER C. BIANCHI, JR.
RENEATH M. BLOOM
DAVID S. BOWMAN, P.A.
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ROBERT S. SINGER
THOMAS J. SKOLA
HENRY H. TAYLOR, JR.
ARNALDO VELEZ
R. BJ JCE WALLACE

OF COUNSEL
P. TRISTAN BOURGOIGNIE
FRANK D. HALL
BURTON HARRISON
A. ARTHUR KOTLER
ROBERT A. SPOTTSWOOD, P.A.

PLEASE REPLY TO

Miami

June 22, 1995

EFFECTIVE DATE

FOURTEENTH FLOOR

801 BRICKELL AVENUE
MIAMI, FLORIDA 33131-2800
TELEPHONE (305) 377-6700
TELECOPIER (305) 371-4578

POST OFFICE BOX 1189
225 SOUTH ADAMS STREET, SUITE 250
TALLAHASSEE, FLORIDA 32302-3189
TELEPHONE (904) 222-7717
TELECOPIER (904) 222-3494

BARNETT BANK PLAZA, 12TH FLOOR
ONE EAST BROWARD BOULEVARD
FT. LAUDERDALE, FLORIDA 33301-1808
TELEPHONE (305) 522-6700
TELECOPIER (305) 522-6711

800 FLEMING STREET
KEY WEST, FLORIDA 33040-1900
TELEPHONE (305) 292-1776
TELECOPIER (305) 292-1962

2801 PONCE DE LEON
SUITE 707
CORAL GABLES, FLORIDA 33134-6994
TELEPHONE (305) 445-7577
TELECOPIER (305) 445-9944

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Attn: New Filings
409 East Gaines Street
Tallahassee, Florida 32399

Re: National Lease Advisors, Inc.
Our File No. 17720-3

Dear Sir/Madam:

Please find enclosed an executed Articles of Incorporation and appointment of Registered Agent. Also enclosed is a check in the amount of \$122.50 for the filing of same and for a certified copy; a self addressed stamped envelope is provided for your convenience.

Very truly yours,

TAYLOR, BRION, BUKER & GREENE

Joel N. Minsker, P.A.

JNM/rb

Enclosures

cc: Ms. Elaine I. Roston
Kenneth M. Bloom, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUN 23 AM 10:03

FILED

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-06/27/95-01023-005
****122.50 ****122.50

Theresa Pope

BE 6/26

EFFECTIVE DATE

6-22-75

ARTICLES OF INCORPORATION
OF
NATIONAL LEASE ADVISORS, INC.

FILED
JUN 23 AM 10:04
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is National Lease Advisors, Inc.

ARTICLE II - PRINCIPAL OFFICE AND
MAILING ADDRESS OF CORPORATION

The principal office and mailing address of the Corporation shall be: 801 Brickell Avenue, Suite 900, Miami, Florida 33131.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be the only class of shares.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The initial registered office is located at 801 Brickell Avenue, Suite 1401, Miami, Florida 33131. The name of the initial registered agent of this Corporation at that address is Kenneth M. Bloom, Esq. Said registered agent is familiar with and accepts the obligations of that position.

ARTICLE V - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is Kenneth M. Bloom, Esq., 801 Brickell Avenue, Suite 1401, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors 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 directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Elaine Izan Roston	801 Brickell Avenue Suite 900 Miami, Florida 33131
Gilbert C. Roston	5159 S.W. 71st Place Miami, Florida 33155

ARTICLE VII - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE VIII - COMMENCEMENT OF EXISTENCE

This Corporation shall commence to exist on the date of subscription to these Articles if filed within five (5) days with the Secretary of State.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of the corporation or in which the corporation is interested. No contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or

controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22 day of June, 1995.

INCORPORATOR:


By: 

KENNETH M. BLOOM, ESQ.

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 22 day of June, 1995, by Kenneth M. Bloom, Esq., Incorporator, in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation, and who personally appeared before me at the time of notarization, and who is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22 day of June, 1995.



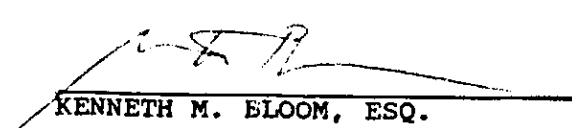
Notary Public
State of Florida at Large

MY COMMISSION EXPIRES:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES 12/31/96
BOARDED THIS GENERAL IN. 0001

**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

NATIONAL LEASE ADVISORS, INC., having appointed the undersigned as its Registered Agent and 801 Brickell Avenue, Suite 1401, Miami, Florida 33131, as its registered office, the undersigned hereby accepts said appointment and agrees to act in said capacity.


KENNETH M. BLOOM, ESQ.

FILED
95 JUN 23 AM 10:04
CLERK OF STATE
TALLAHASSEE, FLORIDA