

P.9500059044
TRANSMITTAL LETTER

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

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-07/13/95--01071--001
***122.50 ***122.50

Amplified
SUBJECT: PREMIER LEASING CORPORATION
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate	<input checked="" type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
Additional Copy Required			

FROM: SHARI MCCARTNEY, ESQ.
Name (printed or typed)

1450 LINCOLN RD. STE 505
Address

MIAMI BEACH, FL 33139
City, State & Zip

305) 538-8840
Daytime Telephone number

7/17/95
TK
11/28
11/29
11/27

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 17, 1995

SHARI MCCARTNEY ESQ.
1450 LINCOLN ROAD STE 505
MIAMI BEACH, FL 33139

SUBJECT: PREMIER LEASING CORPORATION
Ref. Number: W95000014284

We have received your document for PREMIER LEASING CORPORATION and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 595A00034057

ARTICLES OF INCORPORATION
OF
TEMPLETON LEASING CORPORATION

ARTICLE I - NAME

The name of this Corporation is Templeton Leasing Corporation.

ARTICLE II- DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of the Articles.

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 One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V- VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he or she holds, shall have the right to purchase his or her 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 VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office of this Corporation is 3590 N.W. 54th Street Suite 6, Ft. Lauderdale, Florida 33309. The name and address of the Registered Agent is SHARI L. McCARTNEY, 1450 Lincoln Road, Suite 505, Miami Beach, FL 33139.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three 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 (1). The names and address of the initial Directors of the Corporation are as follows:

1. Shari L. McCartney, 1450 Lincoln Road, Suite 505, Miami Beach, FL 33139
2. James I. McCartney, 3590 N. W. 54th Street, Suite 6, Ft. Lauderdale, FL 33309
3. Michelle McCartney, 3590 N.W. 54th Street, Suite 6, Ft. Lauderdale, FL 33309

ARTICLE IX - INCORPORATOR

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

Shari L. McCartney, Esq.
1450 Lincoln Road, Suite 505
Miami Beach, FL 33139

ARTICLE X - AMENDMENT

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

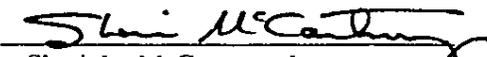
ARTICLE XI - BY LAWS

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

ARTICLE VIII - INDEMNIFICATION

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

The undersigned has executed the Articles of Incorporation on this 25 day of July, 1995.


Shari L. McCartney, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: TEMPLETON LEASING CORPORATION

2. The name and address of the registered agent and office is:

SHARI L. MCCARTNEY, ESQ.
(Name)

1450 LINDEN ROAD STE 505
(P.O. Box not acceptable)

MIAMI BEACH, FL 33139
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Shari McCartney
(Signature)

7/25/95