

P95000061178

10021 S.W. 142 Street
Miami, FL 33176
August 7, 1995

Ms. Pamela Hall, Document Specialist
Department of Incorporation
George Foster Building
409 East Gains Street
Tallahassee, FL 32399

FILED
95 AUG -8 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

References: CODY Leasing Incorporated
NUMBER: W95000015722
Letter Number: 495A00036680

Dear Ms. Hall:

Enclosed please find:

400001557564
-08/10/95--01055--007
****122.50 ****122.50

1. A copy of Your letter dated 8/4/95;
2. The Articles of Incorporation revised designating the Registered Office and Registered Agent in Article Ten both at the same address and a new page 4 with a corrected name for Cody Leasing Incorporated and a Florida address for the Registered Agent with appropriate signature
- and
3. The check for \$122.50 really is included this time.

Thank you.

Sincerely yours,


Burton T. O'Donald



FLORIDA DEPARTMENT OF STATE

August 4, 1995

Sandra B. Mortham
Secretary of State

BURTON T. O'DONALD
10715 SW 104 ST
MIAMI, FL 33176

SUBJECT: CODY LEASING INCORPORATED
Ref. Number: W95000015722

We have received your document for CODY LEASING INCORPORATED, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

The corporate name must be identical throughout the document.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 495A00036680

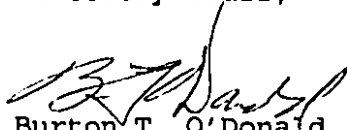
10715 S.W. 104 Street
Miami, FL 33176
August 3, 1995

Department of Incorporation
George Foster Building
409 East Gains Street
Tallahassee, FL 32399

Dear Sir:

Enclosed please find the Articles of Incorporation for
registering CODY LEASING INCORPORATED and a check for \$ 122.50.

Sincerely Yours,


Burton T. O'Donald
Registered Agent

695000015722
PK
8/4

Articles of Incorporation of
CODY LEASING INCORPORATED

FILED
95 AUG -8 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator CODY LEASING Incorporated a corporation to be formed under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation, to be filed with the Secretary of State of the State of Florida:

Article One

The name of the corporation shall be CODY LEASING INCORPORATED. The principle place of business shall be 10715 S.W. 104th Street Miami, Florida 33176

ARTICLE TWO

The corporation shall have perpetual existence, unless sooner terminated according to law. The corporate existence shall commence immediately.

Article Three

The general purposes for which the corporation is organized are :

(a) To broker loans, leasing and financial lending sources for primarily commercial enterprises to lease or purchase equipment and accessories.

(b) To engage in any lawful activity, trade or business permitted under the laws of the United States of America and of the State of Florida.

Article Four

The aggregate number of shares of capital stock that the corporation shall have the authority to issue fifty thousand (50,000) shares with a par value of one cent (\$.01) per share. Up to one hundred (100) shares are authorized for initial issue. The Board of Directors reserves the right from time to time to authorize additional shares. The shares of the corporation are not to be divided into classes nor is the corporation authorized to issue shares in series.

Articles of Incorporation of
CODY LEASING INCORPORATED

Article Six

The initial Board of Directors of the corporation shall consist of two members who shall serve until his successors are elected and qualified at the first annual meeting of stockholders. The names and addresses of the initial Board of Directors is as follows:

Burton T. O'Donald
10021 S.W. 142 Street
Miami, Florida 33176

Sanford Cohen
9705 S.W. 133 Court
Miami, Florida 33186

A Board of Directors consisting of not less than two (2) nor more than five(5) members shall be elected at the first annual meeting of the stockholders and at each annual meeting thereafter. Unless otherwise provided by law, the entire voting power to elect Directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares of common stock with voting rights of the corporation.

Article Seven

The following named individuals shall be the Officers of the corporation for the first year of its existence, or until their successors are elected by the Board of Directors:

President	Burton T. O'Donald
Secretary & Treasurer	Sanford Cohen

Article Eight

The corporation shall have all the powers for a corporation enumerated for a corporation under the laws of the State of Florida.

Articles of Incorporation of

CODY LEASING INCORPORATED

Article Nine

The corporation shall indemnify and hold harmless any and all of its directors and officers to the full extent permitted by law.

Article Ten

The name and address of the incorporator is as follows:

Burton T. O'Donald
10021 S.W. 142 Street
Miami, Florida 33176

The Registered Office is located at:

10021 S.W. 142 Street
Miami, Florida 33176


The Registered Agent is:

Burton T. O'Donald
10021 S.W. 142 Street
Miami, Florida 33176

Article Eleven

The corporation specifically reserves the right to amend, alter or repeal any or all provisions contained in these Articles in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida on the 7th day of August 1995, and does hereby certify that the facts and matters hereinabove set forth are true and correct to the best of his knowledge and belief.


SIGNED Title

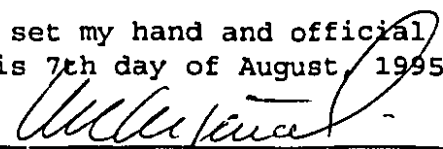
Articles of Incorporation of
CODY LEASING INCORPORATED

STATE OF FLORIDA)
COUNTY OF DADE)

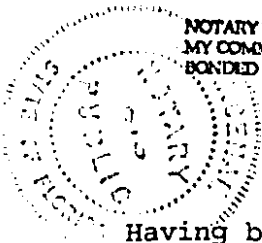
BEFORE ME, the undersigned authority, personally described in and who subscribed these articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and official seal at Miami, Dade County, Florida, this 7th day of August, 1995.

My commission Expires:



NOTARY PUBLIC, State of Florida at Large

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. OCT. 22, 1996
BONDED THRU GENERAL INS. UND.



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named registered agent to accept service of process for CODY Leasing Incorporated. At the place designated in the Articles of Incorporation hereinabove set forth, I hereby agree to act in this capacity; and further agree to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent.

 8/2/95
Signed Date

Registered Agent name and address:

Burton T. O'Donald
10021 S.W. 142nd Street
Miami, Florida 33176