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August 14, 1995

Secretary of State  
Division of Corporations  
P.O. Box 6127  
Tallahassee, Florida 32314

TELEPHONE 904.488.2211  
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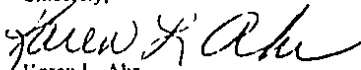
To Whom It May Concern:

Enclosed are two copies of the Articles of Incorporation for B & N Financing and Leasing, Inc. Upon completion of the filing process, please return one copy, stamped with the file date, to the address noted below. If possible, could you also send me information on where to obtain stock certificates and what are the procedures for having the corporate seal made.

If you have any questions, please give me a call at 407-774-9484, Ext. 55.

Thank You for your assistance in this matter.

Sincerely,

  
Karen L. Ahr  
B & N Financing and Leasing, Inc.  
225 S. Westmonte Drive  
Suite 3000  
Altamonte Springs, Florida 32714

FILED  
1995 AUG 17 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
B & N FINANCING AND LEASING, INC.**

FILED  
AUG 17 1966  
TALLAHASSEE

These Articles of Incorporation are executed and acknowledged by the undersigned incorporator for the purpose of organizing a corporation for profit under the Florida General Corporation Act and sets forth that:

**ARTICLE I  
Name**

The name of the corporation is B & N Financing and Lending, Inc.. The mailing address of B & N Financing and Lending, Inc. is 225 South Westmonte Drive Suite 3000, Altamonte Springs, FL 32714.

**ARTICLE II  
Purpose**

The general purpose or purposes for which this corporation is organized is to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE III  
Capital**

The aggregate number of shares which this corporation has authority to issue is 100 shares of capital stock of the par value of \$1.00 each, all of which shall have the same rights and privileges.

Each share of capital stock shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, but such consideration shall have a value not less than par value of such shares. They may be paid for in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

**ARTICLE IV**  
**Registered Office**

The street address of the initial registered office of D & N Financing and Leasing, Inc. is 225 South Westmonte Drive, Suite 3000, Altamonte Springs, Florida 32714, and the name of the registered agent of D & N Financing and Leasing, Inc. is Nick Musento, 360 Forest Park Circle, Longwood, Florida 32779.

Meetings of the shareholders and directors of the corporation may be held at places within or without the state of Florida and the place or places for the holding of such meetings may be specified in the By-Laws or in the notice of the meeting.

**ARTICLE V**  
**Board of Directors**

The exact number of directors shall be fixed, and may be increased or decreased from time to time, in the manner provided for in the By-Laws. No such decrease shall have the effect of shortening the term of any incumbent director. Each director shall hold office until the next annual meeting of the shareholders and until the election and qualification of his successor or until the earlier resignation, death, or removal from office.

All corporate powers shall be exercised by or under the authority of the Board of Directors. The business and affairs of the corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall elect the officers of the corporation, who shall consist of a President, Vice President, Secretary, and Treasurer, and such other officers and assistant officers as the Board of directors may deem necessary, and it shall determine their compensation. All such officers and assistant officers shall have such rank, tenure, or office powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

**ARTICLE VI**  
**First Board of Directors**

The first Board of Directors shall consist of one (1) member whose name and address is Nick Muscato, 360 Forest Park Circle, Longwood, Florida 32779.

**ARTICLE VII**  
**Incorporator**

The name and address of the Incorporator is Nick Muscato, 360 Forest Park Circle, Longwood, Florida 32779.


**ARTICLE VIII**  
**Indemnification**

The corporation shall indemnify every person who is serving or has served as a director, officer, employee, or agent of the corporation, or at the request of any other corporation, partnership, joint venture, trust, or other enterprise in the manner and to the full extent permitted by the Florida General Corporation Act, subject to the limitations and conditions of such indemnification set forth therein, which indemnification shall not affect other rights to which such person may be entitled.

**ARTICLE IX**  
**Preemptive Rights**


Shareholders of the Corporation shall not have preemptive rights.

WITNESS WHEREOF my signature this 14th day of August, 1995.

  
\_\_\_\_\_  
Nick Muscato

STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 14th day of August, 1995.

  
\_\_\_\_\_  
Notary Public  
State of Florida  
My Commission Expires:



KAREN L AHR  
My Commission CC441328  
Expires Feb 23 1999  
Bonded by ANB  
800-852-5878

**ACCEPTANCE AS APPOINTMENT AS REGISTERED AGENT**

The undersigned, Nick Muscato of 360 Forest Park Circle, Longwood, Florida 32779 hereby accepts his appointment as Registered Agent for B & N Financing and Leasing, Inc., and is familiar with and accepts the obligations provided for in S607.325, of the State of Florida Statutes.

  
Nick Muscato

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