

P9600001151

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: CommerciaL LEASING, Inc.

96 FEB -7 PM 3:15

REC'D OFFICE OF SOLENDORSED
TALLAHASSEE, FLORIDA

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

- Capital Express™
- Art. of Inc. File _____
- _____ Corp. Record Search _____
- _____ Ltd. Partnership File _____
- _____ Foreign Corp. File _____
- _____ () Copy(s) _____
- Photo _____
- _____ Art. of Amend. File _____
- Dissolution/Withdrawal _____
- C U S. () _____
- _____ Fictitious Name File _____

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-02/0796--01034--009
*****78.75 *****78.75

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

- _____ Name Reservation _____
- _____ Annual Report/Reinstatement _____
- _____ Reg. Agent Service _____
- _____ Document Filing _____
- _____ Corporate Kit _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ Document Retrieval _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ File No.'s, _____ Copies _____
- _____ Courier Service _____
- _____ Shipping/Handling _____
- _____ Photo () _____
- _____ Top Priority _____
- _____ Express Mail Prep. _____
- _____ FAX () _____ pgs. _____

SUBTOTALS _____

PH 2/7/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	2/7/96		
TIME	11:00		CK No. _____
BY	CD		

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
.....	\$ _____

DIVISION OF CORPORATIONS
96 FEB -7 PM 3:15
RECORDED

WALK-IN Will Pick Up _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

ARTICLES OF INCORPORATION
OF
COMMERCIAL LAND INC.

FILED

96 FEB -7 PM 3:15

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation for profit under Chapter 607 of the Florida Statutes, as amended.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be:
Commercial Land Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation is:

c/o David A. King, Attorney
1416 Kingsley Avenue
Orange Park, FL 32073

ARTICLE III - DURATION

The corporation is to commence its corporate existence on the date of filing by the Secretary of the State of Florida. This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the following purpose:

The transaction of any and all lawful business for which corporations may be incorporated, including but not limited to those powers enumerated in Florida Statutes §607.0302, et. seq., as amended, and the doing of all lawful things related thereto.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One and No/100 Dollars (\$1.00) par value common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders, unless otherwise designated as "NONVOTING" by a resolution recorded in the corporation's minute book and a similar legend on the subject certificate(s). The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors,

to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of this corporation is:

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park, FL 32073

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time but shall never be less than one (1). All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors. Any and all additional powers and duties conferred to or imposed upon the board of directors, shall be by resolution of the shareholders.

The name and address of the initial director:

Joseph P. Fitzsimmons, Jr.
5460 Waterside Drive
Jacksonville, FL 32210

ARTICLE VIII - RESTRAINT ON TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLE IX - INDEMNIFICATION

The corporation may indemnify any present or former officer, incorporator, or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE X - AMENDMENT

The shareholders reserve the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or to adopt new provisions. These Articles of Incorporation may be amended by a simple majority vote of the voting stock of the corporation that is present, at any regular meeting of the shareholders or at any special

meeting of the shareholders called for that purpose.
These Articles of Incorporation may be amended without
a meeting as provided for in the Bylaws.

ARTICLE XI - INCORPORATOR

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

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned incorporator
has executed these Articles of Incorporation, this 6th
day of February, 1996.



DAVID A. KING

FILED

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

96 FEB -7 PM 3:15

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

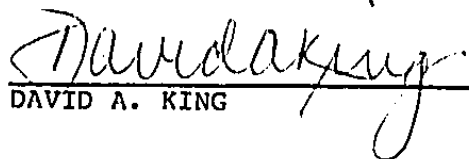
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Commercial Land 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 State of Florida, has named as its agent to accept service of process within this State:

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park, FL 32073

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process 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 said Act.


DAVID A. KING