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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
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STATE OF FLORIDA

FROM: HENDERSON, FRANKLIN, STARNES & HOLT,
PO BOX 280

409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FORT MYERS FL 33902-0280

FAX: (904) 922-4000

CONTACT: BARBARA A BELLE ISLE

PHONE: (941) 334-4121

FAX: (941) 332-4494

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: UNITED EQUIPMENT LEASING CORP.

FAX AUDIT NUMBER: H96000004213

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/25/1996

TIME REQUESTED: 09:25:45

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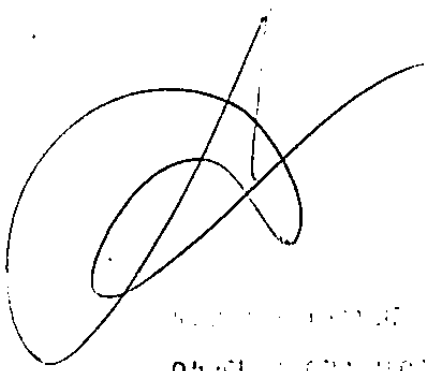
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EFFECTIVE DATE:
4-1-96



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ARTICLES OF INCORPORATION
OF
UNITED EQUIPMENT LEASING CORP.

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I. NAME AND ADDRESS.

The name of this corporation shall be UNITED EQUIPMENT LEASING CORP. The principal business address of the corporation is 15051 Orange River Road, Fort Myers, Florida 33905.

EFFECTIVE DATE
4-1-96

ARTICLE II. DURATION.

The corporation shall commence April 1, 1996 and shall have perpetual existence thereafter.

ARTICLE III. PURPOSE.

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

ARTICLE IV. CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be Ten Thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar, (\$1.00).

ARTICLE V. INITIAL REGISTERED AGENT & OFFICE.

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

Prepared by: Guy E. Whitesman
Florida Bar No.: 334189
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

FAX AUDIT NO.: H96000004213

FAX AUDIT NO.: H96000004213

<u>NAME</u>	<u>ADDRESS</u>
ROBERT M. BANCROFT	15051 Orange River Road Fort Myers, Florida 33905

ARTICLE VI. DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have one Director initially, and the name and address of the initial Director is as follows:

ROBERT M. BANCROFT	15051 Orange River Road Fort Myers, FL 33905
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ARTICLE VII. PREEMPTIVE RIGHTS.

Every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE VIII. BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

ARTICLE IX. INCORPORATORS.

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

ROBERT M. BANCROFT	15051 Orange River Road Fort Myers, Florida 33905
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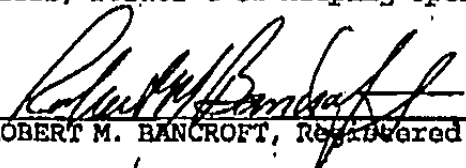
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IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 21 day of MARCH, 1996.


ROBERT M. BANCROFT

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.


ROBERT M. BANCROFT, Registered Agent

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2/04/97

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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000
FROM: HENDERSON, FRANKLIN, STARNES & HOLT, P.A. ACCT#: 075410002172
CONTACT: KAREN S LABORDE FAX #: (741)332-4494
PHONE: (941)334-4121

NAME: UNITED EQUIPMENT LEASING CORP.
AUDIT NUMBER.....H97000002073
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 2
CERT. COPIES.....1 DEL.METHOD.. FAX
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97 FEB -4 PM 4:43
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TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H97000002073

UNITED EQUIPMENT, INC.

15051 Orange River Road
Fort Myers, Florida 33905

Telephone: (941) 675-2190
Facsimile: (941) 675-8893

February 4, 1997.

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: United Equipment, Inc./Bancroft of Southwest Florida, Inc.
United Equipment Leasing Corp./United Equipment, Inc:

Dear Sir or Madam:

We are filing Articles of Amendment to the Articles of Incorporation of United Equipment, Inc. to change its name to Bancroft of Southwest Florida, Inc. This corporation has been assigned Corporate Number X33728. In addition, we are also filing Articles of Amendment to the Articles of Incorporation of United Equipment Leasing Corp. to change its name to United Equipment, Inc. This corporation has been assigned Corporate Number P96000026118. The directors, stockholders, registered agent and officers for both United Equipment, Inc. and United Equipment Leasing Corp. are identical.

Thank you for your assistance and cooperation in this matter.

Sincerely,


Robert M. Bancroft
President

RMB:s

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
UNITED EQUIPMENT LEASING CORP.

1. The first sentence of Article I of the Articles of Incorporation of UNITED EQUIPMENT LEASING CORP., is amended to read as follows:

ARTICLE I. NAME.

The name of the Corporation is UNITED EQUIPMENT, INC.

2. The foregoing Amendment was adopted by the unanimous approval of all Shareholders of this Corporation entitled to vote thereon on the 4th day of February, 1997.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Amendment on the 4th day of February, 1997.


ROBERT M. HANCOCK, President

Attest:


ROBERT M. HANCOCK, Secretary

Prepared by: Guy E. Whitesman, Esquire
Florida Bar Number: 334189
1715 Monroe Street
Fort Myers, Florida 33901
(941) 334-4121

FAX AUDIT NO. H97000002073