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MICHAEL J. FREEMAN, P.A.
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April 3, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

EXPRESS MAIL: TB297194172US

2000001 27001-012
-04/03/96- 01000-013
****122.50 ****122.50

Re: Incorporation of **SANCO LEASING, INC.**

Gentlemen:

Enclosed please find the following documents for filing for the above corporation:

1. Original and copy of Articles of Incorporation;
2. Original and one copy of Certificate Designating Resident Agent and Acceptance of Agent;
3. My office check in the amount of \$122.50 as payment for the following:

| | |
|--|-----------------|
| Filing Fee | 35.00 |
| Certificate Designating Resident Agent | 35.00 |
| Certified Copy of Charter | <u>52.50</u> |
| | <u>\$122.50</u> |

Enclosed for your convenience is a self-addressed, prepaid express mail envelope to send me a certified copy of the Articles of Incorporation, and the Certificate Designating Resident Agent.

Thank you in advance for your prompt attention to this matter.

Very truly yours,


MICHAEL J. FREEMAN

MJF:lc
enc:
2894-1SS

SECRET
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
APR 10 1996

4/10/96

ARTICLES OF INCORPORATION

OF

SANCO LEASING, INC.

ARTICLE I

The name of this corporation is Sanco Leasing, Inc..

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general nature of the business to be transacted by this corporation is leasing equipment and motor vehicles. This corporation shall have the powers as enumerated in Section 607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

ARTICLE IV

The principal place of business for this corporation is 2401 Douglas Road, Coral Gables, Florida, 33134.

ARTICLE V

The mailing address of this corporation is:

2401 Douglas Road
Coral Gables, Florida 33134

ARTICLE VI

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE VII

Every shareholder, upon the sale for cash or any new stock of this corporation, shall have the same kind, class or series as that which he already holds, shall have the right to purchase his 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 VIII

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

**M.J.F. REGISTERED AGENT CORP.
153 Sevilla Avenue
Coral Gables, Florida 33134**

ARTICLE IX

The name and post office address of the directors of this corporation are as follows:

**David A. Nesselin
2401 Douglas Road
Miami, Florida 33134**

**Sandra A. Vazquez
2401 Douglas Road
Miami, Florida 33134**

ARTICLE X

The corporation shall have two (2) directors initially. The number of directors may be increased from time to time in accordance with the By-Laws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by him in connection with

any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

ARTICLE XI

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

David A. Nosslein
2401 Douglas Road
Miami, Florida 33134

ARTICLE XII

Shares held by the initial shareholder may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XIII

These Articles of Incorporation may be amended by manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the party hereto has hereunto set his hand and seal at Miami, Dade County, Florida, this 3rd day of April, 1996.

[Signature]
Sanco Leasing, Inc.

David A. Nesslein, Director

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME personally appeared David A. Nesslein, Director of Sanco Leasing, Inc., with knowledge that he is the incorporator and director named in the foregoing Articles of Incorporation and that he acknowledged before me that he executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 3rd day of April, 1996.

[Signature]

Notary Public, State of Florida

Print Name: *Elizabeth W. Curry*

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - THAT **SANCO LEASING, INC.**, DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT CITY OF CORAL GABLES, STATE OF FLORIDA, HAS
NAMED **M.J.F. REGISTERED AGENT CORP.**, LOCATED AT 153 SEVILLA AVENUE,
CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SANCO LEASING, INC.

By: David A. Nesslein

Date: April 3, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

M.J.F. REGISTERED AGENT CORP.

By: Michael J. Freeman
MICHAEL J. FREEMAN, President

Date: April 3, 1996