

P.O. HOR 140668 Coral Onbles, Florida 33114-0668 Tel. (305) 442-1567 Tel. (305) 442-1227

April 3, 1996

Socratary of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32301 EXPRESS MAIL: TB297194172US

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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:
- Original and one copy of Certificate Designating Resident Agent and Acceptance of Agent;
- My office check in the amount of \$122.50 as payment for the following:

Filing Fee Certificate Designating Resident Agent Certified Copy of Charter

35.00

35.00

52,50 \$122.50

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. 13

Very truly yours,

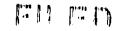
Jasme MICHAEL J. FREEMAN

MJF:lc enc: 2894-1SS

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# ARTICLES OF INCORPORATION

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# BANCO LEASING, INC.

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# 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 prorata share thereof (as nearly as may be done without issuance of

fractional phares) 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 Savilla Avenue Coral Gables, Florida 33134

#### ARTICLE IX

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

David A. Nesslein 2-01 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.

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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 horoto has hereunto set his hand and seal at Miami, Dade County, Florida, this 3rd day of April, 1996.

Sanco Leasing, Inc.

A. Nesslein, Diractor

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.

ary Public, State of florida

Print Name: Eliza

My Commission Expires:

**ELIZABETH W. CURRY** MY COMMISSION # CC 185125 EXPIRES: April 12, 1998 Bonded Thru Notary Public Under

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICTLE 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., DESTRING 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.

BANCO LEASING, INC.

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, President

Date: April 3, 1996

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