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LAW OFFICES
BARRETT, CHAPMAN & RUTA
PROFESSIONAL ASSOCIATION

RICHARD LEE BARRETT
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*ALSO ADMITTED IN GEORGIA

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Via Federal Express

April 4, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-04/05/96--01069--012
***122.50 ***122.50

Re: M&M Leasing, Inc.

Dear Sir/Madam:

Enclosed please find an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check for the sum of \$122.50 is enclosed to cover the filing fee and the expense of a certified copy.

Please file the original copy and return the certified copy to the undersigned.

Thank you for your assistance in this matter. If you have any questions do not hesitate to contact me.

Very truly yours,


R. STEVEN RUTA

RGR/emc
Enclosures

cc: Mark Apter

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -5 PM 1:21

gg 4/10/96

EFFECTIVE DATE

4/1/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

96 APR -5 PM 1:21

OF

M & M LEASING, INC.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation is **M & M LEASING, INC.**

ARTICLE II

PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of the corporation is 12477 66th Street North, Largo, Florida 34643.

ARTICLE III

SHARES

The number of shares the corporation is authorized to issue is 5,000 shares par value of \$.01 dollar per share.

ARTICLE IV

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasurer of this corporation, in the ratio that the number of shares that he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, in inviting him to exercise his preemptive rights. This right may

also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and street of the initial Registered Agent and office of this corporation is Richard Lee Barrett, Esq., Barrett, Chapman & Ruta, P.A., 940 Highland Avenue, P.O. Box 533983, Orlando, FL 32853-3983.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

Mark Apter	12477 66th Street North Largo, Florida 34643
Timothy Lach	12477 66th Street North Largo, Florida 34643

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is Mark Apter, 12477 66th Street North, Largo, Florida 34643.

ARTICLE VIII

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

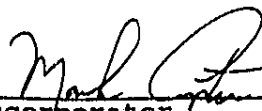
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DIVISION OF CORPORATIONS
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ARTICLE IX

EFFECTIVE DATE

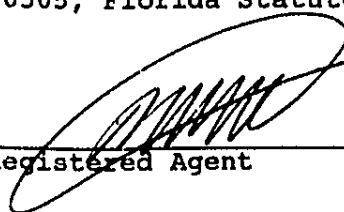
Pursuant to Fla. Stat. §607.0203, the effective date of the corporate existence is five (5) days prior to the filing of these Articles of Incorporation with the State of Florida.

IN WITNESS WHEREOF, by the undersigned Incorporator has executed these Articles of Incorporation this 1 day of Apr., 1996.



Incorporator

Having been named as Registered Agent for the above-stated corporation, 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 and I accept the duties and obligations of §607.0505, Florida Statutes.



Registered Agent