

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0071
904-222-0391 FAX

800-342-8086



P96000040297

CERTIFICATE OF INCORPORATION
FOR THE STATE OF FLORIDA
DOMESTIC FILING

CORPORATE OFFICE: TALLAHASSEE

ORDER DATE: MAY 10, 1996

ORDER TIME: 10:16 PM

ORDER NO.: 960536

CORPORATE ID: AG 30

CUSTOMER: M. L. Leasing Brokering
TELETYPE KONGA & VOIP

Suite 330
4001 Louisiana Trail, North
Naples, FL 33940

500001818885
-05/08/96--01032--016
***122.50 ***122.50

DOMESTIC FILING

NAME: P & D LEASING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
FLAT STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

FILED
96 MAY -8 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc 5/10/96

RECEIVED
96 MAY -8 PM 1:32
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
R & D LEASING, INC.**

FILED
96 MAY -8 AM 8:25
SEC. OF STATE
TALLAHASSEE, FLORIDA

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

1. Name:

The name of this Corporation is **R & D LEASING, INC.**

2. Duration:

The period of its duration is perpetual.

3. Purpose and Powers:

This Corporation may engage in any activity or business and perform all of the powers and privileges granted corporations under the laws of the State of Florida and United States of America.

4. Capital Stock:

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time shall be Seven Thousand Five Hundred (7,500) shares with a par value of ONE (\$1.00) DOLLAR and shall be classified as follows:

Series A Voting Stock - Seven Thousand Five Hundred (7,500)
Shares

5. Initial Registered Office and Agent:

The Street address of the initial registered office of the Corporation is The Northern Trust Bank Building, 4001 North Tamiami Trail, Suite 330, Naples, Florida 33940, and the name of its initial registered agent at such address is **MICHAEL J. VOLPE, Esquire.**

6. Place of Business:

The principal of business of this Corporation shall be located at 4001 North Tamiami Trail, Suite 330, Naples, Florida 33940, and it may have such other places of business within or without the State of Florida, or in foreign countries as may be necessary or convenient and as may be determined by the Board of Directors of this Corporation.

7. Board of Directors:

The business of this Corporation shall be conducted by the Board of Directors, which shall number no less than one (1), nor more than five (5); the exact number to be determined by the By-laws of the Corporation.

The name and address of the initial Directors of this Corporation are:

Richard K. Rudie
10063 South 76th Avenue
Bridgeview, Illinois 60455

Dennis A. Calvanese
26 Cambridge Drive
Oak Brook, Illinois 60521

8. OFFICERS.

The name and post office address of the President, Vice President, Secretary and Treasurer who shall hold office for the first year of existence of the Corporation, or until their successors are elected pursuant to the Corporation By-laws are as follows:

Richard K. Rudle
President/Secretary
10063 South 76th Avenue
Bridgeview, Illinois 60455

Dennis A. Calvanese
Vice President/Treasurer
26 Cambridge Drive
Oak Brook, Illinois 60521

9. Incorporator.

The name and address of the Incorporator signing these Articles of Incorporation is **MICHAEL J. VOLPE, Esquire** at 4001 North Tamiami Trail, Suite 330, Naples, Florida 33940.

10. Bylaw Amendment.

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and the Shareholders.

11. Indemnification.

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

12. Informal Action of Directors.

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

13. Grant of Rights.

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, series of stock of this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted 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, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of the notice from the Corporation.

14. Meetings By Conference Telephone.

Members of the Board of Directors may participate in regular and special meetings of the Board of Directors by means of conference telephone as provided by law.

15. Amendment of Articles.

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 24 day of May, 1996.

MICHAEL J. VOLPE

STATE OF FLORIDA
COUNTY OF COLLIER

THE FOREGOING INSTRUMENT was acknowledged before me this 24 day of
May, 1996, by **MICHAEL J. VOLPE**, who is (personally known to me) or has produced (driver's
license/picture identification) and who (did/did not) take an oath.

Leslie L. Browning
Notary Public

(SEAL)

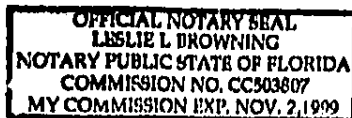
Typed or printed name

My Commission Expires:

My Commission Number is: _____

Articles of Incorporation
prepared by:

TREISER, KOBZA & VOLPE, CHARTERED
4001 Tamiami Trail North, Suite 330
Naples, Florida 33940
(813) 649-4900



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

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted for
compliance with said Act:

96 MAY -8 AM 0:25
SEC. OF STATE
TALLAHASSEE, FLORIDA

FIRST: That R & D LEASING, INC., desires to organize under the laws of the
State of Florida with its principal place of business as indicated in the Articles of Incorporation at
10063 South 76th Avenue, Bridgeview, Illinois 60455, and has named **MICHAEL J. VOLPE,**
Esquire, whose office address is The Northern Trust Bank Building, 4001 North Tamiami Trail,
Suite 330, Naples, Florida 33940, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation at
the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply
with the provisions of said Act relative to keeping open said office.



MICHAEL J. VOLPE, Esq.