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FLORIDA

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Friday, 24 May 1996

Domestic Charter Filing Section
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: Filing Articles of Incorporation for **ABLE LEASING CORPORATION**

Dear Document Examiner:

Enclosed are the original Articles of Incorporation and a copy for a proposed Florida corporation along with a Certificate Designating Registered Agent.

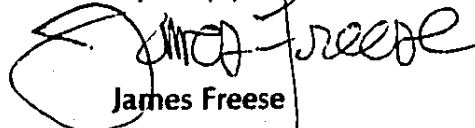
Also enclosed is my check in the amount of \$70.00 which represents payment of the following fees:

Filing Fee Profit Corporation	\$35.00
Registered Agent Designation	\$35.00
TOTAL	\$70.00

If everything is in order, then please file the original Articles of Incorporation and Certificate Designating Registered Agent. Please forward to me your confirmation that the Articles of Incorporation have been filed or other indication of the date of incorporation stamped on the copy of the Articles. I have provided a self addressed stamped envelope for your convenience in returning the file stamped copy to me.

Thank you for your assistance in this matter.

Very truly yours,


James Freese

Enclosures
Check # 4091
Copy to Client

6-4-96

**ARTICLES OF INCORPORATION
OF
ABLE LEASING CORPORATION**

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The undersigned, **EUGENE F. WHITING**, acting as incorporator and initial director of a corporation to be formed under the Florida Business Corporation Act, Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE 1 NAME AND PRINCIPAL OFFICE

This corporation will be known as and shall do business under the name of and at the following address:

**ABLE LEASING CORPORATION
P.O. DRAWER 1908
PALM CITY, FLORIDA 34991**

ARTICLE 2 DURATION AND COMMENCEMENT OF EXISTENCE

The duration of this corporation is perpetual. The time of commencement of its existence is the date and time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE 3 PURPOSE, POWERS, AND NATURE OF BUSINESS

The purpose of this corporation is to engage in any and all lawful business for which corporations may be incorporated under the laws of Florida or permitted under the laws of the United States. The corporation shall have all the general powers listed in Section 607.0302, Florida

Statutes, all the emergency powers listed in Section 607.0303, Florida Statutes, and all other powers which are necessary, convenient, or incidental to these express powers or to conduct any and all business permitted under law.

ARTICLE 4 AUTHORIZED SHARES OF STOCK

The corporation is authorized to issue one thousand (1000) shares of stock, all of one (1) class, having a par value of one dollar (\$1.00) per share.

ARTICLE 5 BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by appropriate action of the shareholders, but shall never be less than one (1).

ARTICLE 6 INITIAL DIRECTOR AND INCORPORATOR

The name and address of the incorporator and initial director of this corporation is:

**EUGENE F. WHITING
P.O. DRAWER 1908
PALM CITY, FLORIDA 34991**

ARTICLE 7 INFORMAL ACTION OF BOARD OF DIRECTORS

If all of the directors of this corporation, individually 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, then the action shall be as valid and effective as if it had been authorized at a regular or special meeting of the board of directors.

ARTICLE 8 DIRECTORS' MEETING BY CONFERENCE TELEPHONE

Members of the board of directors may participate in regular or special meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law.

ARTICLE 9 DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have the authority to fix the compensation of all officers, directors, agents, or employees of this corporation unless otherwise provided in the bylaws.

ARTICLE 10 INITIAL REGISTERED AGENT

The name and address of the initial registered agent for the service of process on this corporation is as follows:

**EUGENE F. WHITING
3873 S.W. BRUNER TERRACE
PALM CITY, FLORIDA 34990**

ARTICLE 11 SHAREHOLDER QUORUM AND VOTING

Fifty one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, then the affirmative vote of at least fifty one percent (51%) of the shares represented at the meeting and entitled to vote on the

subject matter shall be the act of the shareholders.

If the shares present and voting are equally divided, then the president of the corporation shall decide the matter in his or her own discretion.

ARTICLE 12 GREATER VOTING FOR CERTAIN ACTS

Any provision to the contrary notwithstanding, the affirmative vote of at least seventy five percent (75%) of the shares of this corporation entitled to vote thereon shall be required for the following acts:

- a. adoption or amendment of corporate bylaws
- b. amendment of Articles of Incorporation
- c. merger of this corporation with any other business
- d. dissolution of this corporation
- e. sale of all or substantially all of the assets of this corporation.

ARTICLE 13 INFORMAL ACTION OF SHAREHOLDERS

If all of the shareholders of this corporation, individually 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, then the action shall be as valid and effective as if it had been authorized at a regular or special meeting of the shareholders.

ARTICLE 14 AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE 15 INDEMNIFICATION

This corporation shall have power to indemnify any person, whether past or present officer, director, employee, agent, or shareholder, in the manner provided for in the bylaws or pursuant to the provisions of Section 607.0850, Florida Statutes, as amended.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned incorporator, have examined and executed these Articles of Incorporation on this 22 day of May, 1996.


EUGENE F. WHITING

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**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS AND
ACCEPTANCE THEREOF BY NAMED AGENT**

In compliance with Section 48.091, Florida Statutes, the following is submitted to the Department of State:

That **ABLE LEASING CORPORATION**, desiring to organize as a corporation under the laws of the State of Florida, with its principal office in the County of Martin, State of Florida, has named **EUGENE F. WHITING** with the following address as its agent to accept service of process within this state:

**EUGENE F. WHITING
3873 S.W. BRUNER TERRACE
PALM CITY, FLORIDA 34990**

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


EUGENE F. WHITING

Certificate Designating Registered Agent of ABLE LEASING CORPORATION