

P96000060147

MOSHER AND SCHNEIDER, P.A.

300 NORTHBRIIDGE PAVILION
515 NORTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401
(407) 471-9000 • (407) 838-8805

EDGAR S. MOSHER
(1978-1980)
ESTHER MOSHER SCHNEIDER
(1906-1977)
GEORGE A. SCHNEIDER
(1906-1985)
JOHN C. SCHNEIDER

July 16, 1996

Re: Medical Leasing Corp.
Ultra Tech Leasing Partnership, Ltd.

RECEIVED
DIVISION OF CORPORATIONS
95 JUL 17 AM 10:24

Limited Partnership Section
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Federal Express

100001900941
-07/23/96--01002--017
*****70.00 *****70.00

Gentlemen:

The above-described names for a corporation and a limited partnership have been cleared with your office by telephone. .

We have enclosed the following documents for the formation of the corporation and limited partnership:

1. Articles of Incorporation (two duplicate originals) with acceptance of Registered Agent attached;
2. Draft for \$70.00 (the filing fee);
3. Certificate of Limited Partnership (two duplicate originals) with acceptance of Registered Agent attached;
4. Draft for \$35.00 (the Registered Agent fee) and \$1,085.00 (the filing fee); and
5. Self-addressed return envelope.

PLEASE FILE THE ARTICLES OF INCORPORATION FIRST, AND IMMEDIATELY THEREAFTER, FILE THE CERTIFICATE OF LIMITED PARTNERSHIP.

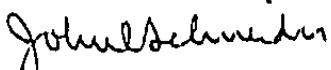
PLEASE CALL ME COLLECT AFTER THE TWO FILINGS HAVE BEEN ACCOMPLISHED, AS WE WILL BE SIGNING DOCUMENTS AFTER YOUR CALL.

Page Two
Limited Partnership Section
July 16, 1996

We would appreciate your returning the copies (to be certified by your division) in the enclosed self-addressed envelope.

Thank you in advance for your assistance and cooperation.

Very truly yours,


John C. Schneider

JCS:lmg

Enclosures

ARTICLES OF INCORPORATION
OF
MEDICAL LEASING CORP.

RECEIVED
JUL 17 1960
FBI - MIAMI

The undersigned Incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a corporation pursuant to the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation ("Corporation") shall be:

MEDICAL LEASING CORP.

ARTICLE II

Address of Principal Office

The principal place of business and mailing address of the Corporation shall be:

C/O Divine, Blalock, Martin & Sellari, P.A.
560 Village Boulevard
West Palm Beach, Florida, 33409

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration

This Corporation shall have perpetual existence.

ARTICLE V

Shares

The number of shares that this Corporation is authorized to have outstanding at any one time is 10,000, each with a par value of One Dollar (\$1.00).

ARTICLE VI

Registered Agent

The street address of the Corporation's initial registered office and the name of its initial Registered Agent at that address are as follows:

Gary B. Sellari, CPA
C/O Divine, Blalock, Martin & Sellari, P.A.
560 Village Boulevard
West Palm Beach, Florida, 33409

ARTICLE VII

Board of Directors

A Director is not required to be a resident of the State of Florida or a Shareholder of the Corporation.

ARTICLE VIII

Indemnification

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE IX

Incorporator

The name and street address of the Incorporator named in these Articles of Incorporation are:

John C. Schneider, Esquire
Mosher and Schneider, P.A.
1001 Flagler Center
505 South Flagler Drive
West Palm Beach, Florida, 33401

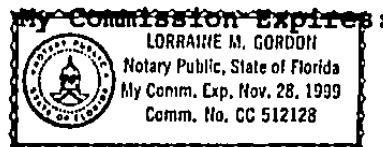
IN WITNESS WHEREOF, these Articles of Incorporation have been executed by the Incorporator this 16th day of July, 1996.

John C. Schneider
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 16th day of July, 1996 by John C. Schneider, who is personally known to me and who did not take an oath.

Lorraine M. Gordon
Notary Public
State and County Aforesaid



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRET
DIVISION OF INVESTIGATION
96 JUL 17 AM 10:25

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MEDICAL LEASING CORP.
2. The name and address of the registered agent and office are:

Gary B. Sellari, CPA
Divine, Blalock, Martin & Sellari, P.A.
560 Village Boulevard
West Palm Beach, Florida 33409

Signature

John C. Schneider

Title

John C. Schneider, Incorporator

Date

July 16, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

Gary B. Sellari
Gary B. Sellari

Date

July 16, 1996