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FILED

96 OCT 30 AM 11: 23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 28, 1996

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

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-10/31/96--01031--006
****122.50 ****122.50

RE: Capital Equipment Leasing Company, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



David B. Thomas
Capital Equipment Leasing Company
2151 NE Coachman Road
Clearwater, FL 34625

TH
11-4-96

**ARTICLES OF INCORPORATION
OF
CAPITAL EQUIPMENT LEASING COMPANY**

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ARTICLE I - NAME

The name of this Corporation is: CAPITAL EQUIPMENT LEASING COMPANY

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The Corporation is formed for the purpose of operating and transacting any and all lawful
business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 5,000 shares of \$1.00 par value common stock, which
shall be designated "Common Shares".

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed
by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V - PRINCIPAL OFFICE

The principal office or mailing address of the Corporation is 2151 NE Coachman Road,
Clearwater, FL 34625.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2151 NE Coachman Road,
Clearwater, FL 34625, and the name of the initial Registered Agent of this Corporation at such
address is David B. Thomas.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors may be either
increased or diminished from time to time by the bylaws but shall never be less than one. The
name and address of the initial Directors of this Corporation are:

BRUCE C. BALDWIN

2151 NE Coachman Road

Clearwater, FL 34625

DAVID B. THOMAS

2151 NE Coachman Road

Clearwater, FL 34625

SCOTT A. BALDWIN

2151 NE Coachman Road

Clearwater, FL 34625

DEAN A. PEDALINO

2151 NE Coachman Road

Clearwater, FL 34625

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

DAVID B. THOMAS

2151 NE Coachman Road

Clearwater, FL 34625

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority interest of the

Shareholders of the stock entitled to vote thereon, unless all Directors and all the Shareholders sign a written statement manifesting their intention that a certain Amendment of the Articles of Incorporation be made.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of Shareholders may be called by the President, the Secretary, a majority of the Shareholders, the Board of Directors of this Corporation or a designee of any of the same.

ARTICLE XI - REMOVAL OF DIRECTORS

A majority interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

ARTICLE XII - INTERESTED DIRECTORS CONTRACTS

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

- (a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors, or
 - (b) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent;
- or
- (c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the Shareholders.

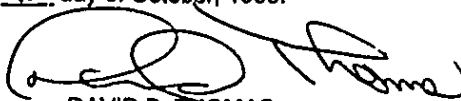
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ARTICLE XIII - EXTRAORDINARY ACTION

The affirmative vote of fifty-one percent (51%) of the common stock of the Corporation represented at a meeting at which a quorum is present, shall be required to amend these Articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other Corporation or sell, lease, or convey all or substantially all of the assets of the Corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

Incorporation this 28th day of October, 1996.



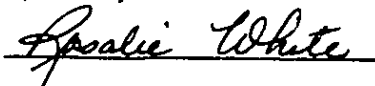
DAVID B. THOMAS

Incorporator

COUNTY OF PINELLAS

STATE OF FLORIDA

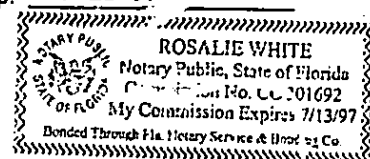
THE FOREGOING ARTICLES OF INCORPORATION, were acknowledged before me this 28th day of October, 1996 by DAVID B. THOMAS, who is personally known to me.



Notary Public

Name Rosalie White :

Commission Exp. 7-13-97



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ACKNOWLEDGMENT OF REGISTERED AGENT

I hereby accept to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations pursuant to applicable Florida Statutes.



DAVID B. THOMAS