

**CORPORATE
ACCESS,
INC.**

P96000092861

1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666, Fax (904) 222-1666

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Profit

1.) Ross Capital Asset Leasing, Inc.
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION
OF
ROSS CAPITAL ASSET LEASING, INC.**

ARTICLE I

Name

The name of the corporation is **ROSS CAPITAL ASSET LEASING, INC.**

ARTICLE II

Duration

This corporation shall have perpetual duration beginning on the date of the filing of these Articles of Incorporation.

ARTICLE III

Purpose

The purpose or purposes for which the corporation is organized are to engage in the business of acting as a leasing entity and to solicit, purchase, sell, trade, borrow, lease, enter into contracts, or advertise, and in any way necessary carry out related activities, and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, including borrowing and lending money, and to do all other things incidental to them or connected with them, and for the purpose of transacting any or all lawful business in this or any other state, territory, district, or possession of the United States, or in any foreign country not specifically forbidden by the Florida Corporation Laws or by other law, or by these Articles of Incorporation.

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ARTICLE IV

Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of Common Stock. There shall be no other classes of capital stock.

ARTICLE V

Preferences, Limitations and Relative Rights of Shares of Capital Stock

Section 1. Dividends:

The holders of record of the Common Stock shall be entitled to cash dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors in the resolution authorizing such cash dividends.

Section 2. Voting Rights:

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock. Cumulative voting shall not be permitted.

ARTICLE VI

Mailing Address, Initial Registered Office and Agent

The principal place of business and mailing address of the corporation is 7312 Westport Place, West Palm Beach, Florida 33413.

The name of the initial Registered Agent and the initial registered office of this corporation is Patrick Sweeney, 7312 Westport Place, West Palm Beach, Florida 33413.

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles of Incorporation is Patrick Sweeney, 7312 Westport Place, West Palm Beach, Florida 33413.

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders as provided for in such By-Laws.

ARTICLE X

Shareholder Voting

Majority consent of the stockholders of the corporation shall be required for any shareholder action.

ARTICLE XI

Approval of Shareholders Required for Merger

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

Amendment

The shareholders shall have the sole power to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

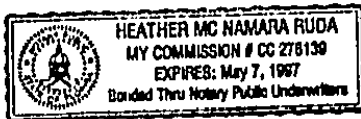
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 12th day of November, 1996.

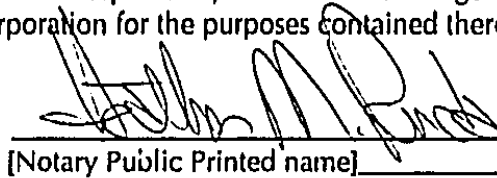


PATRICK SWEENEY

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 12th day of November, 1996, by Patrick Sweeney, [✓] who is personally known to me or [] who produced a _____ as identification, and who did not take an oath, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes contained therein.





[Notary Public Printed name]

My commission expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT REGISTERED OFFICE

Pursuant to the provisions of §607.0501, Florida Statute, 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 **ROSS CAPITAL ASSET LEASING, INC.**
2. The name and address of the registered agent and office is:

Patrick Sweeney

7312 Westport Place
West Palm Beach, Florida 33413

Patrick Sweeney
Date 11/12/96

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.

Patrick Sweeney
PATRICK SWEENEY

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