

CORPORATE
ACCESS,
INC.

796000103339

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

WALK IN

PICK UP 12/2/96 11:00 AM

CERTIFIED COPY

CUS GS

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FILING Articles

1.) CD Leasing Inc.
(CORPORATE NAME & DOCUMENT #)

EFFECTIVE DATE
12-23-96

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-12/24/96--01137--007
***131.25 ***131.25

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

W96-26915

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
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7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

FILED
96 DEC 24 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 24, 1996

CORPORATE ACCESS, INC.
1116-D THOMASVILLE ROAD
TALLAHASSEE, FL 32303

SUBJECT: CD LEASING INC.
Ref. Number: W96000026915

*Corrected
12/26/96
Please Back date
to 12/24/96*

We have received your document for CD LEASING INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):



The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 196A00057121

RECEIVED
96 DEC 26 AM 10:36
DIVISION OF CORPORATIONS

EFFECTIVE DATE
12 23 96

FILED
96 DEC 24 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CD LEASING HOLDING CO. INC.
shall be a SUB 'S' CORPORATION.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4041 CROCKERS LAKE BLVD.
#2124
SARASOTA FL 34238.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

FIVE HUNDRED.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

SUZAN DUNLOP
#2124
4041 CROCKERS LAKE BLVD
SARASOTA FL 34238.

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

CHERYL DUNLOP
#2124
4041 CROCKERS LAKE BLD
SARASOTA FL 34238.

Holdings Co. Inc.

CD LEASING A IS TO BE INCORPORATED AS A SWB'S CORPORATION
EFFECTIVE DECEMBER 23, 1996.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

23rd day of December, 1996.

Cheryl Dunlop
Signature

Samuel
Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: CD LEASING HOLDING CO. INC.

2. The name and address of the registered agent and office is:

SHAZAN DUNLOP.
(NAME)

#2124, 4041 CROCKERS LAKE BLVD.
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

SARASOTA, FL 34238.
(CITY/STATE/ZIP)

FILED
DEC 24 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

S. Dunlop.
(SIGNATURE)

12/23/96
(DATE)