

FROM HILL WARD HENDERSON

(THU) 12/26/96 10:28/ST. 10:28/NO. 4260294160 P 1

12/26/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: HILL, WARD & HENDERSON, P.A.
CONTACT: BARBARA A MURPHY
PHONE: (813)221-3900

ACCT#: 072317001716

FAX #: (813)221-2900

NAME: TIERRE VERDE LEASING, INC.

AUDIT NUMBER.....H96000018003

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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Pages: 4
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FROM HILL WARD HENDERSON

(THU) 12. 26 ' 96 10:29/ST. 10:28/NO. 4260294160 P 2

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**ARTICLES OF INCORPORATION
OF
TIERRE VERDE LEASING, INC.**

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: TIERRE VERDE LEASING, INC.

ARTICLE II

Address

The address of the principal office and the mailing address of this corporation shall be: 5505 West Gray Street, Tampa, Florida 33609.

ARTICLE III

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE IV

Purpose

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

Prepared by: Andrew J. Lubrano, Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900
Florida Bar Number 263291

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ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 101 East Kennedy Boulevard, Suite 3700 - Barnett Plaza, Tampa, Florida 33602 and the name of the corporation's initial registered agent at such address is ANDREW J. LUBRANO. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII

Incorporators

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Andrew J. Lubrano	101 East Kennedy Boulevard Suite 3700 - Barnett Plaza Tampa, Florida 33602

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FROM HILL WARD HENDERSON
(((H96000018003)))

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ARTICLE VIII

Amendment of Articles of Incorporation

Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.


Andrew J. Lubrano

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its 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


ANDREW J. LUBRANO

Date:

12/26/96

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1/22/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: HILL, WARD & HENDERSON, P.A.

ACCT#: 072317001716

CONTACT: BARBARA A MURPHY

PHONE: (813)221-3900

FAX #: (813)221-2900

NAME: TIERRE VERDE LEASING, INC.

AUDIT NUMBER.....H97000001261

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

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Pages 2

**AMENDMENT TO
ARTICLES OF INCORPORATION OF
TIERRE VERDE LEASING, INC.**

WHEREAS, the Articles of Incorporation of Terre Verde Leasing, Inc. (the "Corporation") were filed with and approved by the Secretary of State of Florida on the 26th day of December 1996,

WHEREAS, the incorporator of the Corporation desires to amend the Articles of Incorporation as described herein;

WHEREAS, the proposed amendment to Articles of Incorporation hereinafter set forth was adopted by the incorporator of the Corporation pursuant to the provisions of Section 607 1005, Florida Statutes, by a Written Statement Adopting an Amendment to the Articles of Incorporation dated as of the 22nd day of January, 1997; and

WHEREAS, shares have not been issued, therefore shareholder approval is not required, and

WHEREAS, the approval of the Secretary of State of Florida to the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended by deleting in their entirety the present Articles I and II and by substituting therefor the following.

"ARTICLE I

Name

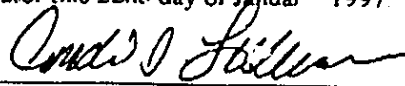
The name of this corporation shall be: TIERRA VERDE LEASING, INC.

ARTICLE II

Address

The address of the principal office of this corporation shall be: 5505 West Gray Street, Tampa, Florida 33609. The mailing address of this corporation shall be: Post Office Box 20301, Tampa, Florida 33622."

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation is hereby executed on behalf of the Corporation by its incorporator this 22nd day of January 1997.



Andrew J. Lubrano, Incorporator

Prepared by: Andrew J. Lubrano, Esq.
Hill, Ward & Henderson, P.A.
(813) 221-3900
Florida Bar Number 263291