

997000011998

LEWIS, VEGOSEN, ROSENBAACH & SILBER, P.A.

ATTORNEYS AT LAW

500 SOUTH AUSTRALIAN AVENUE, 10th FLOOR
WEST PALM BEACH, FLORIDA 33401

ROBERT M. LEWIS (1932-1982)

CASS W. CHRISTENSON
GARY M. DUNKEL
CYNTHIA J. JACKSON
JOHN B. LEVITT
MARSHALL J. OSOFSKY
DEAN J. ROSENBAACH *
JOHN R. SHEPPARD, JR.
LOUIS M. SILBER *
SAMUEL A. THOMAS
KENNETH A. TREADWELL
DEAN VEGOSEN
GARY WALK **
BRENT G. WOLMER

MAILING ADDRESS:

P.O. BOX 4388
WEST PALM BEACH, FL 33402-4388

OF COUNSEL
EDWARD BOBICK

February 3, 1997

TELEPHONE (561) 659-3300
FAX: (561) 832-1991

* Board Certified Trial Lawyer
** Board Certified Real Estate Lawyer

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

RE: Atlantic Leasing, Inc.

100002078601--7
-02/05/97--01085--004
****122.50 ****122.50

Ladies/Gentlemen:

Enclosed please find one executed original and one copy of the Articles of Incorporation for the captioned corporation, and Registered Agent form. Additionally enclosed is Lewis, Vegosen, Rosenbach & Silber, P.A. trust account check number 013380 for \$122.50 to cover the filing fee.

Please process and return the certified copy of the Articles of Incorporation at your earliest convenience.

Thank you for your assistance.

Respectfully yours,

Sharon L. Wood

Sharon L. Wood, secretary to
Kenneth A. Treadwell

FILED
97 FEB -5 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

enclosures

FEB 6 11:00

BSB

cc: Steve Zeiger

2481.3\filing.al

ARTICLES OF INCORPORATION
OF
ATLANTIC LEASING, INC.

ARTICLE I - NAME

The name of this corporation is:
Atlantic Leasing, Inc.

ARTICLE II - PRINCIPAL ADDRESS

4545 45th Street
West Palm Beach, Florida 33407-3001

ARTICLE III - COMMENCEMENT

This Corporation shall commence on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.10, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401 and the name and address of the initial registered agent is Kenneth A. Treadwell, 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors shall be established by the Bylaws and may be either increased or diminished from time to time as provided in the

FILED
97 FEB -5 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bylaws. The name and address of the initial Director of the Corporation is: Steve Zeiger
4545 45th Street
West Palm Beach, Florida 33407-3001

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:
Kenneth A. Treadwell
500 South Australian Avenue - 10th Floor
West Palm Beach, Florida 33401

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify its Officers and Directors against liability to the extent permitted in Section 607.0850, Florida Statutes.

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE XII - AFFILIATED TRANSACTIONS

This Corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions.

ARTICLE XIII - CONTROL-SHARE ACQUISITIONS

This Corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.


ARTICLE XIV - MANAGEMENT OF CORPORATION BY STOCKHOLDERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Stockholders of this Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE XV - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash or other property of any previously unissued stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of February, 1997.

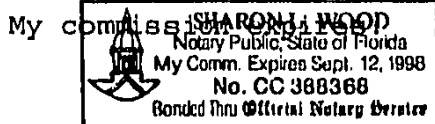

Kenneth A. Treadwell, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned Notary Public authorized to take acknowledgments in the state and county set forth above, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 3rd day of February, 1997.


Sharon L. Wood, Notary Public



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST -- THAT ATLANTIC LEASING, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT THE CITY OF WEST PALM BEACH, STATE OF FLORIDA
, HAS NAMED KENNETH A. TREADWELL LOCATED AT 500 SOUTH AUSTRALIAN
AVENUE, 10TH FLOOR, CITY OF WEST PALM BEACH, STATE OF FLORIDA, AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: _____

Kenneth A. Treadwell, Incorporated

DATED: February 3, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: _____

Kenneth A. Treadwell, Registered Agent

DATED: February 3, 1997

2841.3\articles.ael