

P97000024106

LAW OFFICES OF

RICHARD G. HATHAWAY, P.A.

BUILDING 100 - SUITE 250
10151 DEERWOOD PARK BOULEVARD
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March 7, 1997

Corporations Division
Office of the Secretary of State
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

Re: Captive Leasing Services, Inc.

900002111089--6
-03/12/97--01056--004
*****70.00 *****70.00

Gentlemen:

Enclosed is the original Articles of Incorporation for the above corporation. Also enclosed is our check in the amount of \$70.00 to cover the following fees:

Filing Fees	\$ 35.00
Registered Agent	
Designation	<u>\$ 35.00</u>
	\$ 70.00

Please file the Articles and confirm the filing as quickly as possible.

With kindest regards,

Elizabeth Bogdan
Elizabeth Bogdan
Legal Assistant

Enclosure(s)

/eb

MAR 18

B5B

FILED
97 MAR 12 AM 11:08
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CAPTIVE LEASING SERVICES, INC.**

FILED
97 MAR 12 AM 11:05
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**Article I
Captive Leasing Services, Inc.**

The name of this corporation shall be **Captive Leasing Services, Inc.**

**Article II
Principal Office and Mailing Address**

The principal place of business and mailing address of this corporation shall be **320 Plantation Circle, Ponte Vedra, Florida, 32082.**

**Article III
Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$0.01 per share.

**Article IV
Initial Registered Agent and Address**

The street address of the initial registered office of this corporation is **10151 Deerwood Park Boulevard, Building 100, Suite 250, Jacksonville, Florida 32256** and the initial registered agent at that office is **Richard G. Hathaway.**

**Article V
Incorporator**

The name and street address of the incorporator of this corporation are:

**Richard G. Hathaway
10151 Deerwood Park Blvd.
Building 100, Suite 250
Jacksonville, Florida 32256**

Article VI
Duration

This corporation shall exist perpetually.

Article VII
Purposes

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

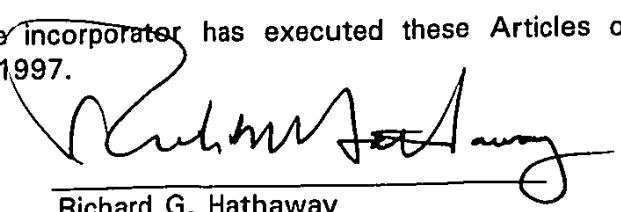
(a) This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1).

(b) The name and street address of the initial director of the corporation are:

**Richard Massuli
320 Plantation Circle
Ponte Vedra, Florida 32082**

(c) The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 7th day of March, 1997.

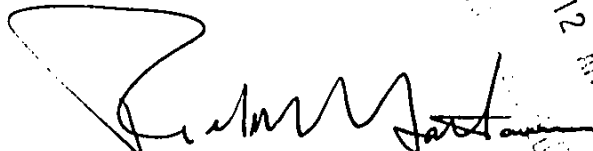

Richard G. Hathaway

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

Capital Leasing Services, Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates Richard G. Hathaway as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 10151 Deerwood Park Blvd., Building 100, Suite 250, Jacksonville, Florida 32256.

DATED this 7th day of March, 1997.


RICHARD G. HATHAWAY

97 MAR 12 6:11:05
CLERK OF COURT
JACKSONVILLE
FLORIDA

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to 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.

DATED this 7th day of March, 1997.


RICHARD G. HATHAWAY