

ARAGO LAW OFFICE

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March 7, 1997

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

800002117158--4
-03/18/97--01141--008
****122.50 ****122.50

RE: enclosed Articles of Incorporation

To whom it may concern:

Please find enclosed the Articles of Incorporation of Monitor Leasing Corporation that need to be filed with the Division of Corporations. Also enclosed is our firms check for \$122.50 to cover the cost of filing and to cover the cost of getting a certified copy made. I have included a return FedEx package for your convenience in returning the certified documents back to our office.

Should you have any questions, please feel free to call.

Sincerely,

Jennifer C Mounce
Jennifer C. Mounce
Legal Assistant

/jcm

Enclosures

MAR 25

BSB

(615)
W97-6799

FILED
97 MAR 28 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 25, 1997

ARAGO LAW OFFICE
SWEETWATER SQUARE
900 FOX VALLEY DRIVE SUITE 209
LONGWOOD, FL 32779

SUBJECT: MONITOR LEASING CORP.
Ref. Number: W97000006799

We have received your document for MONITOR LEASING CORP. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 897A00014893

ARTICLES OF INCORPORATION
OF
MONITOR LEASING CORP.

FILED

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida, TALLAHASSEE, FLORIDA

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be:

MONITOR LEASING CORP.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of general leasing.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of One Dollar (\$.10) per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall determine the value of any real or personal

property, services or right acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its certificate of incorporation.

ARTICLE IV - DURATION

The effective date upon which this corporation shall come into existence shall be the date these Articles are filed with the office of the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL PLACE OF BUSINESS

The street address of the initial registered office of this corporation shall be:

900 Fox Valley Drive, Suite 209, Longwood, Florida 32779

The name of the initial registered agent of this corporation at that address shall be:

MAUREEN A. ARAGO

The street address of the principal place of business is .
5462 Hoeffner Ave.
Orlando, FL 32812

ARTICLE VI- BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be two.

B. The number of directors may be increased or diminished from time to time by the board of directors or the shareholders in accordance with the by-laws of this corporation.

C. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.

D. In case one or more vacancies shall occur in the board of directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of

filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

E. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.

F. Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the initial member of the board of directors, to hold office for the first year of existence of this corporation or until his successors are elected or appointed and have qualified is:

<u>Name</u>	<u>Street Address</u>
Philip Deputy	5462 Hoeffner Ave. Orlando, FL 32812
Antoinette Graselli	5462 Hoeffner Ave. Orlando, FL 32812

ARTICLE IX - OFFICERS

The officers, qualifications and duties of such officers shall be as outlined in the Bylaws. The original officers will be as follows:

President and Treasurer	- Philip Deputy
Vice-President and Secretary	- Antoinette Graselli

ARTICLE VIII - INCORPORATORS TO ARTICLES

The following is the name and street address of the incorporator to these Articles of Incorporation:

<u>Name</u>	<u>Street Address</u>
Philip Deputy	5462 Hoeffner Ave. Orlando, FL 32812

Antoinette Graselli

5462 Hoeffner Ave.
Orlando, FL 32812

ARTICLE IX - SHAREHOLDERS

No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.


ARTICLE X - AMENDMENT

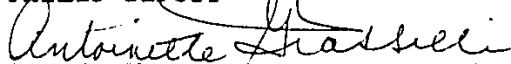
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any by-laws not adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any by-laws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this day of March, 1997.


PHILIP DEPUTY


ANTOINETTE GRASELLI

STATE OF FLORIDA

COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 14th day of March, 1997, by PHILIP DEPUTY and ANTOINETTE GRASELLI who personally appeared before me and who are personally known to me or has produced driver's license as identification.



Maureen Arago

NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial registered agent of MONITOR LEASING CORP.

Maureen Arago

MAUREEN A. ARAGO

FILED
97 MAR 28 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA