

TIMOTHY NICHOLAS THOMES, P.A.
ATTORNEY AND COUNSELOR AT LAW

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 APR 16 11:11:10

April 1, 1997

TIMOTHY NICHOLAS THOMES, P.A.
ATTN: CAROLINE N. THOMES
20547 OLD CUTLER ROAD #302
MIAMI, FL 33189

SUBJECT: LEASEPLAN FLORIDA, INC.
Ref. Number: W97000007548

We have received your document for LEASEPLAN FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 897A00016396

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 APR 16 11:11:49

ARTICLES OF INCORPORATION
OF
LeasePlan Florida, Inc.

ARTICLE I

The name of this corporation is LeasePlan Florida, Inc.

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business. The specific nature of the corporation's business is equipment leasing for business. The corporation's principal office and mailing address is 1127 S. Patrick Drive, Suite #27, Satellite Beach, Florida 32937-2070.

ARTICLE IV

This corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock.

ARTICLE V

The street address of the initial registered office of this corporation is 99198 Overseas Highway, Suite #8, Key Largo, Florida 33037, and the name of the initial registered agent of this corporation is Timothy Nicholas Thomes, Esq., whose mailing address is 99198 Overseas Highway, Suite #8, Key Largo, FL 33037.

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his/her pro rata share (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others.

ARTICLE VII

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than two. The names and home addresses of the initial directors of this corporation are:

Thomas R. Page, 157 Tequesta Harbor Drive, Merritt Island, Florida 32952.

Jo Anne Page, 157 Tequesta Harbor Drive, Merritt Island, Florida 32952.

ARTICLE VIII

The name and address of the person signing these articles is: Timothy Nicholas Thomes, Esq., 99198 Overseas Highway, Suite #8, Key Largo, FL 33037.

ARTICLE IX

This corporation reserves the right to amend or repeal

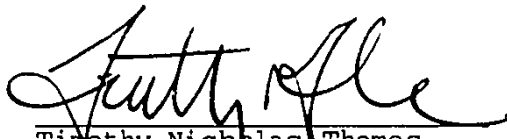
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Florida Statutes, the following is
submitted, in compliance with said Act.

First -- LeasePlan Florida, Inc., desiring to organize
under the laws of the State of Florida with its principal
office as indicated in the Articles of Incorporation at
Satellite Beach, County of Brevard, State of Florida, has
named Timothy Nicholas Thomes, Esq., 99198 Overseas Highway,
Suite #8, Key Largo, FL 33037, County of Monroe, as its
agent to accept service of process with this State.

ACKNOWLEDGMENT

Having been named to accept services of process for the
above for the above stated corporation, at place designated
in this Certificate, I hereby accept to act in this capacity,
and agree to comply with the provision of said Act relative
to keeping open said office.


Timothy Nicholas Thomes