P970000333300 TIMOTHY NICHOLAS THOMES, P.A. ATTORNBY'AND COUNSELOR AT LAW

98198 OVERSEAS HIGHWAY, SUITE 8 P.O. BOX 3318 KEY LARGO, FLORIDA 38037

> PHONE (305) 451-4053 FAX (305) 451-3768

20547 OLD CUTLER ROAD #302 MIAMI, FLORIDA 88189

PHONE (305) 252-2676 FAX (305) 252-2661

REPLY TO:

Miami

March 21, 1997

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

000014621249330--8 -03/26/97-0092-014 ****122.50 ****122.50

Re: ARTICLES OF INCORPORATION LeasePlan Florida, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation. Also enclosed is our firm's check in the amount of \$122.50.

Please send a certified copy of the Articles of Incorporation in the self-addressed, stamped envelope I have enclosed for your convenience.

Thank you for your attention to this matter.

Very truly yours,

TIMOTHY NICHOLAS THOMES, P. A.

Caroline n. Chomes

Caroline N. Thomes, CLA

/ct

Enclosures

634.612. W97 —7548

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham

Secretary of State

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.

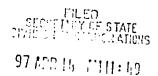
The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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



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

any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this $\frac{7}{2}$ day of April, 1997.

Timothy Nicholas Thomes Subscriber

STATE OF FLORIDA)
) ss:
COUNTY OF MONROE)

I hereby certify that on this 7 day of April, 1997, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Timothy Nicholas Thomes, to me well known to be the person described as subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation and he did take an oath.

NOTARY PUBLIC

My Commission Expires: My Commission Number Is: WENDY DAVIS
COMMISSION # CC 447290
EXPIRES MAR 22,1999
BONDED THRU
ATLANTIC BONDING CO., INC.

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