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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: SAFEWAY EQUIPMENT LEASING, INC.

AUDIT NUMBER.....H97000007450

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
SAFEWAY EQUIPMENT LEASING, INC.

ARTICLE I

Corporation Name

The name of the Corporation is: **SAFEWAY EQUIPMENT LEASING, INC.**

ARTICLE II

CORPORATE PURPOSE

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida. The Corporation shall exist perpetually.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One-Hundred (100) shares of one class of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

Prepared By:

JEFFREY S. SHAPIRO, ESQ.
16853 N.E. 2nd AVE., SUITE #304
NORTH MIAMI BEACH, FLORIDA 33162
(305) 852-3999
FL. BAR NO. 352292

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TALLAHASSEE, FLORIDA

ARTICLE IV

PREEMPTIVE RIGHTS

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V

INDEMNIFICATION

The Corporation shall indemnify any officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

ARTICLE VI

INITIAL REGISTERED AGENT AND

INITIAL REGISTERED AND PRINCIPAL OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida is:

INITIAL REGISTERED AGENT:	E.M. SEGALL
INITIAL REGISTERED OFFICE:	2500 E. HALLANDALE BEACH BLVD., PH I HALLANDALE, FLORIDA
INITIAL PRINCIPAL OFFICE OF CORPORATION:	2500 E. HALLANDALE BEACH BLVD., PH I HALLANDALE, FLORIDA

ACKNOWLEDGEMENT AND CONSENT

OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


E.M. SEGALL
REGISTERED AGENT

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ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one (1).

ARTICLE VIII

INITIAL DIRECTORS

The name and addressee of the initial member of the Board of Directors is:

E.M. SEGALL - Director
2500 E. Hallandale Beach Blvd., PH I
Hallandale, Florida

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

INCORPORATOR: E.M. Segall

ADDRESS: 2500 E. Hallandale Beach Blvd., PH I
Hallandale, Florida


E.M. SEGALL INCORPORATOR

STATE OF FLORIDA)
COUNTY OF _____) ;SS

I HEREBY CERTIFY that on this day before me, a notary public, duly-authorized in the State and County above-named to take acknowledgements, personally appeared E.M. SEGALL, to be known to be the person described as the incorporator, and who executed the foregoing Articles of Incorporation.

The foregoing instrument was acknowledged before me this 5th day of May, 1997, by E.M. SEGALL, who is personally known to me and who did take an oath.

My Commission Expires:

Kari D. Lane
NAME OF NOTARY, TYPED, PRINTED OR STAMPED

Kari D. Lane
NOTARY PUBLIC, STATE OF FLORIDA



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