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FILED

97 MAY 12 AM 3:53

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HOUSTON, TEXAS 77002

TELEPHONE (713) 222-9944

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May 9, 1997

FILE DATE

5-7-97

REPLY TO

VIA FEDERAL EXPRESS

Miami

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-05/12/97--01171--015
****122.50 ****122.50

Re: Exchange Leasing Services, Inc.
Our File No. 90-1052

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation of Exchange Leasing Services, Inc., a Florida corporation. Also enclosed is a check made payable to the Department of State in the amount of \$122.50 for payment of the filing and certified copy fees.

Please file the Articles as per the regular procedures and return a certified copy to the undersigned. A stamped envelope has been provided for your convenience.

Thank you in advance for your assistance.

Sincerely,

HOLTZMAN, KRINZMAN,
EQUELS & FURIA, P.A.

Shelley L. Watts

Shelley L. Watts
Legal Assistant

/slw
Enclosure

ARTICLES OF INCORPORATION
OF
EXCHANGE LEASING SERVICES, INC.

FILED
97 MAY 12 AM 3:53
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of EXCHANGE LEASING SERVICES, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

EXCHANGE LEASING SERVICES, INC.

FILED DATE
5-7-97

ARTICLE II. ADDRESS

The mailing address of the corporation is:

1142 S. Federal Highway
Fort Lauderdale, Florida 33316

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on May 7, 1997.

ARTICLE IV. PURPOSE

This corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2601 S. Bayshore Drive, Suite 600, Miami, Florida 33133, and the name of the corporation's initial registered agent at that address is HKE&F Registered Agent Corp.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time, as provided by the bylaws, but shall never be less than one. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Ralph N. Oko	1142 S. Federal Highway Fort Lauderdale, Florida 33316

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Richard N. Krinzman	2601 S. Bayshore Drive Suite 600 Miami, Florida 33133

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. INDEMNIFICATION.

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from,

any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.


ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law, and all rights herein conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 20 day of May, 1997.


Richard N. Krinzman, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

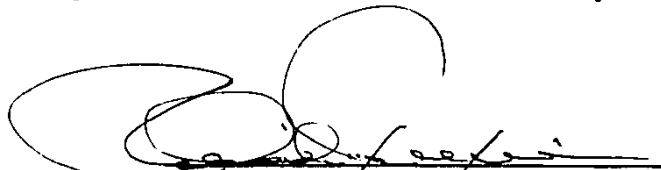
FILED
97 MAY 12 AM 3:53
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That EXCHANGE LEASING SERVICES, INC., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at Dade County, State of Florida, has named HKE&F Registered Agent Corp., as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.



By: Richard N. Krinzman, Secretary
HKE&F Registered Agent Corp.