

P97000044324

OFFICE
SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.
54 S.W. BOCA RATON BOULEVARD
BOCA RATON, FL 33432-4708

FILED

EDWARD B. COHEN
JOELLE C. SHARMAN
PAULAS. GOLD (RETIRED)
MICHAEL I. KOTLER **
ALLAN H. SCHWARTZ
RONALD M. ZAKARIN *
GREGG H. GLICKSTEIN, OF COUNSEL

97 MAY 15 11 06 AM '97
NEW YORK OFFICE
1129 NORTHERN BLVD.
MANHASSET, NEW YORK 11030
BOCA RATON (561) 261-3600
FAX (561) 381-0779

- * ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK
- ** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

May 2, 1997

VIA CERTIFIED MAIL RECEIPT #P 113 710 805

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

900002168769--5
-05/06/97--01155--022
****122.50 ****122.50

RE: R and S, INC.

Dear Sir/Madam:

Enclosed please find our law firm's check in the amount of \$122.50 for the filing of the enclosed Articles of Incorporation and Designation of Registered Agent on the above named corporation.

Kindly mail the Articles once filed to Schwartz, Gold, Cohen, Zakarin & Kotler, P.A. at the above address to the attention of Cheryl. I have enclosed a self-addressed stamped envelope for your convenience in returning the document. Thank you in advance.

Very truly yours,

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

By: Cheryl R. Clare
Cheryl R. Clare, Legal Assistant

/crc
Enclosures

F:\WS2000\DOCUMENT\CHERYL\SIMON\SECST-LT.ART
F:\WS2000\DOCUMENT\CHERYL\SIMON\SECST-LT.ART

W97-10844
JUL 5-20-97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

May 12, 1997

SCHWARTZ, GOLD, COHEN, ZAKARIN, & KOTLER, P.A.
54 S.W. BOCA RATON BLVD.
BOCA RATON, FL 33432-4708

SUBJECT: R AND S, INC.
Ref. Number: W97000010844

We have received your document for R AND S, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

John Nedeau
Document Specialist

Letter Number: 897A00025174

ARTICLES OF INCORPORATION
OF
D & S LEASING, INC.

FILED
97 MAY 15 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is
D & S LEASING, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To own and operate a business for leasing bicycles, mopeds and jeeps.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is **4808 South Hemingway Circle, Margate, Florida 33063**. The initial registered agent of this corporation is **RONALD M. ZAKARIN, ESQUIRE** with his address at **54 S.W. Boca Raton Boulevard, Boca Raton, Florida 33432**. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director(s), 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 one (1). The name and address of the initial Director of this corporation is:

**RANDY SIMON 4808 Hemingway Circle
Margate, Florida 33063**

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

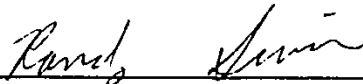
ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles is:

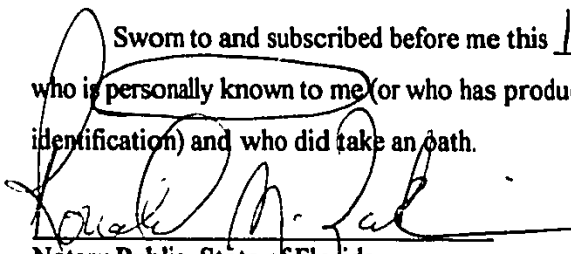
RANDY SIMON

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of May 1997.


RANDY SIMON

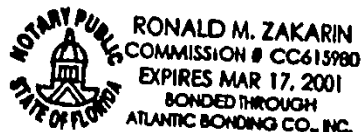
STATE OF FLORIDA)
)ss.
COUNTY OF BROWARD)

Sworn to and subscribed before me this 1st day of May 1997, by **RANDY SIMON**, who is personally known to me (or who has produced _____ as identification) and who did take an oath.


Notary Public, State of Florida

(SEAL)

F:\WS2000\DOCUMENT\CHERYL\SIMON\ARTICLE.CRT



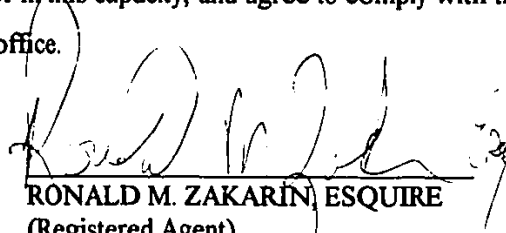
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That **R AND S, INC.**, is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Margate, County of Broward, State of Florida has named **RONALD M. ZAKARIN, ESQUIRE**, located at 54 S.W. Boca Raton Boulevard, Boca Raton, Florida 33432, its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process 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.


RONALD M. ZAKARIN, ESQUIRE
(Registered Agent)

PAWS2000\DOCUMENT\CHERYL\SIMON\ARTICLE.CRT

FILED
97 MAY 15 AM 8 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA