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STEPHEN H. DURANT
T. WILLIAM GLOCKER
MICHAEL E. GOODBREAD, JR.
STEPHEN D. HALKER
SHARON ROBERTS HENDERSON

97 JUL 11 AM 10:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BARBARA CHRISTIE JOHNSTON
WILHELMINA F. KIGHTLINGER
MYRA LOUGHMAN
RALPH H. MARTIN
ROBERT O. MICKLER
DAVID D. MILTON, JR.
DANIEL B. NUNN, JR.
SCOTT G. SCHILDSBERG
MICHAEL D. WHALEN
GARY L. WILKINSON
L. PETER JOHNSON (1842-1988)

July 10, 1997

EXPIRATION DATE

7-10-97

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-07/11/97--01054--002
***122.50 ***122.50

Re: Palm Beach Leasing, Inc.

Gentlemen:

Please find enclosed the original executed Articles of Incorporation of Palm Beach Leasing, Inc., a Florida corporation, along with check number 1061 in the amount of \$122.50 to cover the filing costs and the issuance of a certified copy to the undersigned.

If you should have any questions, please do not hesitate to contact me.

Sincerely,


Michael E. Goodbread, Jr.

MEGjr:bjc
Enclosures
cc: Mr. Ralph Guild

PA
7/14/97

ARTICLES OF INCORPORATION
OF
PALM BEACH LEASING, INC.

FILED

97 JUL 11 AM 10:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is Palm Beach Leasing, Inc.

EFFECTIVE DATE

7-10-97

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 2090 Palm Beach Lakes Blvd., 3rd Floor, West Palm Beach, Florida 33409.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of this corporation shall commence on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence shall commence on the date of filing these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of common stock with a par value of one cent (\$.01) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholders, any or all of the authorized shares

may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the state of Florida is 2090 Palm Beach Lakes Blvd., 3rd Floor, West Palm Beach, Florida 33409. The name of the initial registered agent of this corporation at that address is McEntee & Associates, P.A. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

Ralph Guild

ADDRESS

2090 Palm Beach Lakes Blvd.
3rd Floor
West Palm Beach, Florida 33409


ARTICLE VII.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and Board of Directors may repeal, amend or adopt Bylaws for the

corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 10th day of ~~June~~^{July}, 1997.


Ralph Guild
Incorporator

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
PALM BEACH LEASING, INC.

FILED


97 JUL 11 AM 10:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes (1995), the undersigned corporation, having been designated as the initial Registered Agent for the service of process within the state of Florida upon Palm Beach Leasing, Inc., a corporation organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091 relative to keeping open the Registered Office of said corporation, which Registered Office is located at 2090 Palm Beach Lakes Blvd. 3rd Floor, West Palm Beach, Florida 33409.

IN WITNESS WHEREOF, William J. McEntee, Jr. on behalf of said Registered Agent, has hereunto set my hand at West Palm Beach, Palm Beach County, Florida, on this 10th day of ~~June~~ ^{July}, 1997.

McEntee & Associates, P.A.

By: 
Printed: William J. McEntee, Jr.
Its: President