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CENTURY EQUIPMENT LEASING, INC. FILED

4501 Tamiami Trail North

Suite 318

Naples, Florida 34103

941-434-5858

97 JUL 28 PM 4:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 25, 1997

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

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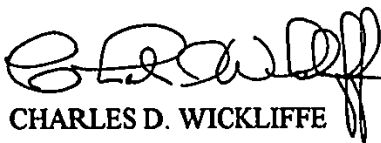
Dear Sir:

Enclosed please find the Articles of Incorporation for CENTURY EQUIPMENT LEASING, Inc., for filing with the Florida Department of State, Division of Corporations.

Also enclosed is a check in the amount of \$122.50 to cover the filing fees required for this transaction.

Should there be any questions regarding this filing, please contact me at the address indicated above or by telephone 1-888-4NAPLES (1-888-462-7537).

Yours very truly,

  
CHARLES D. WICKLIFFE

OK 7/30/97

**ARTICLES OF INCORPORATION  
OF  
CENTURY EQUIPMENT LEASING, INC.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

**ARTICLE I. NAME AND ADDRESS**

The name of this corporation shall be CENTURY EQUIPMENT LEASING, INC. The principal business address of the corporation is 4501 Tamiami Trail North, Suite 318, Naples, Florida 34103.

**ARTICLE II. DURATION**

The corporation shall commence upon the filing of these Articles and shall have perpetual existence thereafter.

**ARTICLE III. PURPOSE**

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

**ARTICLE IV. CAPITAL STRUCTURE**

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be One Thousand (1,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

#### **ARTICLE V. INITIAL REGISTERED AGENT & OFFICE**

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
CHARLES D. WICKLIFFE	4501 Tamiami Trail North, Suite 318 Naples, Florida 34103

#### **ARTICLE VI. DIRECTORS**

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have one (1) Director initially, and the name and address of the initial Director is as follows:

CHARLES D. WICKLIFFE	4501 Tamiami Trail North, Suite 318 Naples, Florida 34103
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#### **ARTICLE VII. PREEMPTIVE RIGHTS**

Every shareholder, upon the issuance of the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price of which it is issued to others.

#### **ARTICLE VIII. BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

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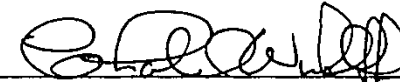
**ARTICLE IX. INCORPORATORS**

The name and the address of the person signing these Articles of Incorporation of the State of Florida as follows:

CHARLES D. WICKLIFFE

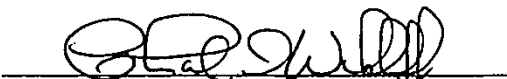
4501 Tamiami Trail North, Suite 318  
Naples, Florida 34103

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 25<sup>th</sup> day of July, 1997.

  
CHARLES D. WICKLIFFE

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity and to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office.

  
CHARLES D. WICKLIFFE  
Registered Agent