

P 97000086751
Michael L.



& Associates
ATTORNEYS AT LAW

October 2, 1997

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

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-10/06/97--01113--013
****122.50 ****122.50

RE; FILING OF ARTICLES OF INCORPORATION
MILLER & ASSOCIATES LEASING CO., INC.

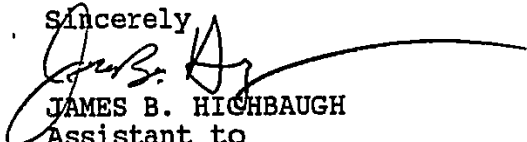
Dear Clerk:

Enclosed herewith please find the original Articles of Incorporation for the above captioned corporate entity for filing. Also find enclosed the filing fee in the sum of \$122.50.

Upon recordation, please return the Charter Certificate for our records.

Thanking you in advance for your cooperation in this matter.

Sincerely,


JAMES B. HIGHBAUGH
Assistant to
MICHAEL L. MAPLE
Attorney at Law

JBH:drm

Enclosures: as noted

MILLER&.INC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -6 AM 9:42

8/10/8/97

ARTICLES OF INCORPORATION
OF
MILLER & ASSOCIATES LEASING CO., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -6 AM 9:42

KNOW ALL MEN BY THESE PRESENTS THAT I, the undersigned, EDWARD O. MILLER, do hereby form a Corporation under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation is "MILLER & ASSOCIATES LEASING CO., INC.".

ARTICLE II

The objects and purposes for which this Corporation is organized, and the business to be promoted, transacted and carried on, and which said Corporation is vested with authority to promote, transact and carry on is as follows:

a. To purchase, buy, lease, acquire, deal in, own, hold, improve, manage, receive, service, and use real property, personal property and mixed property of all kinds and descriptions;

b. To operate a vehicle leasing business and all matters of operations connected therewith, including, without limitations acquisition of personal and real property, leasing of equipment and the use and operation thereof, together with such operations related or connected therewith;

c. To sell, convey, pledge, mortgage, place in lien, lease, let, demise, deed in trust and otherwise deal in and with real property, personal property and mixed property and interest therein;

d. To act as agent or contractor for others, in the promotion of its business and in connection therewith to perform such acts and duties as permitted contractors, including, without limitations, the authority to build structures, residences, apartment houses, business houses and factories, and their appurtenances and all other types of structures for itself, as agent or contractor for others, to keep and hold, to sell and convey or

otherwise deal in and with the same;

e. To manage, rent and control real estate and personal and mixed property for itself or for others and to develop real estate by subdividing, improving, dedicating and constructing for public or private use, streets, alleys, sidewalks, parks, sewers, ways, public utilities and other matters in connection therewith for itself or as agent or contractor for others;

f. To act in general subcontracting in connection with any authorized business and to do all things necessary or proper in connection therewith, as a subcontractor;

g. To own, hold, sell, assign and transfer notes, bonds and other evidences of debt and the mortgagee, liens or other security for their payment;

h. To lend money with or without security, and to secure the same by mortgage, lien, pledge or other security;

i. To borrow money with or without security, and to secure the same by mortgage, lien, deed of trust, or in any other manner;

j. To own, hold manufacture, buy, sell and deal in building materials, supplies, fixtures and equipment of every kind and character;

k. To contract with others for any and all things that it is authorized to do itself;

l. To charge for and receive compensation for its services in any capacity and to make profits;

m. To operate a real estate or security brokerage; and

n. To do any and all things at any time allowed by law to such corporations and all things necessary, proper convenient or in connection therewith that may now or hereafter be permitted by law, the same as a natural person might or could do. The foregoing enumeration shall not be construed in limitation of the business and powers of this Corporation.

ARTICLE III

This corporation shall begin its Corporate existence as soon as these Articles are approved by the Secretary of State of Florida and its existence shall be perpetual until dissolved in accordance with law.

ARTICLE IV

The Address, Registered Office of this Corporation in Florida is 6512 Thomas Jefferson Court, Naples, Collier County, Florida 34108, and the Principal Office of this Corporation in Florida is 6512 Thomas Jefferson Court, Naples, Collier County, Florida 34108, and the name and address of the Registered Agent of this Corporation is Edward O. Miller of 6512 Thomas Jefferson Court, Naples, Collier County, Florida 34108.

ARTICLE V

All of the Stock of this Corporation shall be Common Stock. The total number of authorized No Par Value Shares of authorized Capital Stock of this Corporation is 1,000 shares. The voting rights of Stockholders shall be one vote for each share.

ARTICLE VI

There shall be no preemptive rights in connection with the issuance of the Capital Stock of this corporation.

ARTICLE VII

The name and address of the Director who is to serve until the First Annual Meeting is:

EDWARD O. MILLER, 6512 Thomas Jefferson Court,
Naples, Florida 34108

ARTICLE VIII

The Corporation shall begin business when \$1,000.00 Capital has been paid.

ARTICLE IX

The name and address of the incorporator is as follows:

EDWARD O. MILLER, 6512 Thomas Jefferson Court, Naples, Florida 34108.

ARTICLE X

The affairs of this Corporation shall be managed by a Board of not less than one nor more than three Directors. The first Board of Directors shall be elected by the stockholder or stockholders upon approval and recording of these Articles, and shall hold Office until the First Annual Meeting of Stockholders. Thereafter, all Directors shall be elected for a term of one year at the regular Annual Meeting of the Stockholders to be held at the office of the Company in Naples, Florida, on the first Monday in January of each year.

Each Board of Directors upon being elected shall elect a president, who shall be a member of the Board, and shall also elect a Vice-President, Treasurer and Secretary and other Officers as the business of the Company may require, which Vice-President, Treasurer and Secretary and other Officers need not be members of the Board of Directors. All offices may be held by the same person. All directors and Officers shall hold Office at the pleasure of the Stockholders, and until their successors are elected and qualified. The Board of Directors may adopt bylaws subject to the right of the Stockholders to amend and change the Bylaws, but such bylaws, until so amended or changed and up to the date of the Amendment or change shall be valid.

ARTICLE XI

There is no limit as to the amount of indebtedness which

this Corporation may incur.

ARTICLE XII

The private property of the Stockholders shall not be liable for the payment of the debts of this Corporation.

IN TESTIMONY WHEREOF, witness the signature of the Incorporator this 24th day of September, 1997.


EDWARD O. MILLER

STATE OF KENTUCKY)
)SS
COUNTY OF JEFFERSON)

I, a Notary Public, do hereby certify that on this 24th day of September, 1997, personally appeared before me Edward O. Miller who, being by me first duly sworn, declared that he is the Incorporator of MILLER & ASSOCIATES LEASING CO., INC., that he signed the foregoing document as Incorporator of the Corporation, and that the statements therein contained are true.

NO OATH TAKEN.
PERSONALLY KNOWN.




NOTARY PUBLIC,
Kentucky State at Large

My commission expires:

12/18/2000

THIS INSTRUMENT PREPARED BY:



MICHAEL L. MAPLE
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Suite 100
Louisville, Kentucky 40202
(502) 585-3979

MILLER&.INC

Fm Bar # 35441

