



THE LAW OFFICE OF
KEVIN F. JURSKI, P.A.

Business, Sports And Entertainment Law

Florida Board Certified Real Estate Attorney

97000106534

December 15, 1997

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-12/18/97--01017--002
****122.50 ****122.50

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

EFFECTIVE DATE
12-15-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 18 AM 9:46

RE: GULF STATES AUTO LEASING OF FLORIDA, INC.

Dear Sirs:

Enclosed please find Articles of Incorporation and a Certificate Designating Registered Agent for the above corporation.

We respectfully request that these articles be filed. We have enclosed our check in the amount of \$122.50 for the filing fees and return of a certified copy of the Articles of Incorporation to the undersigned.

Should you have any questions, please do not hesitate to contact my office. Thank you for your assistance in this matter.

Respectfully,

Kevin F. Jurski

KEVIN F. JURSKI

KFJlh
Enclosure

cc: Frank Koehler
c:\client\koehler\secofstate.ltr

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 18 AM 9:46

ARTICLES OF INCORPORATION

OF

GULF STATES AUTO LEASING OF FLORIDA, INC.

EFFECTIVE DATE
12-15-97

ARTICLE ONE

The name of this corporation is GULF STATES AUTO LEASING OF FLORIDA, INC. and the mailing address of the corporation shall be 13300-56 S. Cleveland Avenue, Suite 217, Fort Myers, FL 33907.

ARTICLE TWO

The date of the commencement of corporate existence of the corporation shall be the date these Articles are executed.

ARTICLE THREE

The duration of the corporation is perpetual.

ARTICLE FOUR

The general purposes for which the corporation is organized are:

1. To engage in the business of automobile leasing.
2. To transact any other lawful business for which corporation may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00).

ARTICLE SIX

The street address of the initial registered office of the corporation is 2222 Second Street, Fort Myers, Florida 33901, and the name of the initial registered agent is Kevin F. Jursinski.

ARTICLE SEVEN

The number of Directors constituting the initial Board of Directors of the Corporation is two (2). The names and addresses of the persons who are to serve as directors of the initial Board of Directors of the Corporation until the first election or until their duly elected successor is qualified and installed is:

FRANK J. KOEHLER
13300-56 S. Cleveland Avenue, Ste. 217
Fort Myers, FL 33907

BARBARA S. KOEHLER
13300-56 S. Cleveland Avenue, Ste. 217
Fort Myers, FL 33907

ARTICLE EIGHT

The name and address of each incorporator is:

FRANK J. KOEHLER
13300-56 S. Cleveland Avenue, Ste. 217
Fort Myers, FL 33907

ARTICLE NINE

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

EXECUTED by the undersigned in Fort Myers, Florida, this 15th day of December, 1997.



FRANK J. KOEHLER

STATE OF FLORIDA

SS:

COUNTY OF LEE

BEFORE ME personally appeared FRANK J. KOEHLER who ~~is personally known to me~~ or who has produced Fla. Drivers License as identification and who did (did not) take an oath.

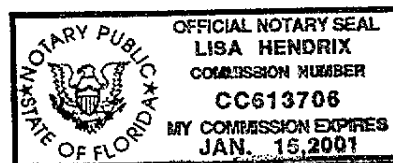
My Commission Expires:



NOTARY PUBLIC

(Notary Public Typed/Printed Name)

(SEAL)



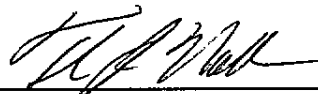
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
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In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - that GULF STATES AUTO LEASING OF FLORIDA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Fort Myers, State of Florida, has named Kevin F. Jursinski, of Fort Myers, Florida, as its agent to accept service of process within Florida.

GULF STATES AUTO LEASING
OF FLORIDA, INC.



FRANK J. KOEHLER
Director

Dated: 12-15-97

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

12-15-97
Date


Kevin F. Jursinski