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BROOKS C. MILLER, P.A.

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BROOKS C. MILLER

December 23, 1997

Secretary of State
Division of Corporations
409 East Gaines
Tallahassee, Florida 32399

EFFECTIVE DATE
12-23-97

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-12/26/97--01076--004
*****70.00 *****70.00

Re: Seay Equipment Leasing, Inc.


Gentlemen:

Enclosed herewith for filing are the following documents pertaining to the above-referenced corporation:

1. Original Articles of Incorporation for Seay Equipment Leasing, Inc.
2. Copy of the Articles of Incorporation to be stamped and returned to me.
3. Duly executed appointment of registered agent form and statement of acceptance.
4. Check in the amount of \$70.00, covering the filing fee and cost of registered agent designation.

If you have any questions regarding this matter, please feel free to contact our office.

Very truly yours,


Michelle L. Dominguez
Legal Assistant

/md

Enclosures

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FILED
97 DEC 26 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 12/29/97

EFFECTIVE DATE

12-23-97

ARTICLES OF INCORPORATION

OF

SEAY EQUIPMENT LEASING, INC.

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

NAME and PRINCIPAL OFFICE

The name of this corporation shall be Seay Equipment Leasing, Inc., and the principal place of business and mailing address of this corporation shall be located at 2035 N.E. 153rd Street, North Miami Beach, Florida 33160. The corporation has the privilege of having branch offices within or without the State of Florida.

ARTICLE II

DURATION

This corporation shall commence its existence as of December 23, 1997, the date of the subscription and acknowledgment of these Articles of Incorporation, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV

CAPITALIZATION

The capital stock authorized, and par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
100	\$ 0.10	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of the cash, at a just valuation to be fixed by the Board of Directors of the corporation.

No shareholder shall have a pre-emptive right to purchase additional shares of the corporation's stock.

ARTICLE V
INITIAL DIRECTORS

NAME

ADDRESS

Elliot R. Seay

2035 N.E. 153rd Street
North Miami Beach, Florida 33160

ARTICLE VI
REGISTERED OFFICE AND AGENT

The registered office of this corporation shall be at 3150 First Union Financial Center, 200 South Biscayne Boulevard, Miami, Florida 33131, and the registered agent at that address shall be Brooks C. Miller.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is Brooks C. Miller, Esq., 3150 First Union Financial Center, 200 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VIII
DIRECTOR CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX
NO SHAREHOLDER LIABILITY

The private property of the shareholders shall not be subject to payment of the corporation's debts to any extent.

ARTICLE X
INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 23 day of December, 1997.



Brooks C. Miller, Incorporator

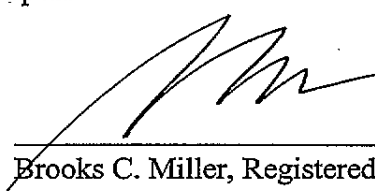
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

Seay Equipment Leasing, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 2035 N.E. 153rd Street, North Miami Beach, Florida has named Brooks C. Miller, Esq., 3150 First Union Financial Center, 200 South Biscayne Boulevard, Miami, Florida, as its statutory Registered Agent to accept service of process with Florida.

ACKNOWLEDGMENT

Having been named the statutory registered agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.



Brooks C. Miller, Registered Agent

Dated: December 23, 1997.

FILED
97 DEC 26 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA