

JULIE M. BEDARD, CPA
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LANTANA, FL 33462
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P980000012233

February 2, 1998

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-02/05/98--01098--008
*****70.00 *****70.00


SUBJECT: Palm Beach Auto Leasing, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation for the above referenced company and a check for the filing fee of \$70.00.

Please return the photocopy to me with the filing date stamped on it to the following address.

FROM: Julie Bedard
1341 Fairfax Circle East
Lantana, FL 33462
561-642-6455

Sincerely,


Julie Bedard

FILED
98 FEB -5 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
2-6-98

**Articles of Incorporation
of
Palm Beach Auto Leasing, Inc.**

FILED
98 FEB -5 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1 - NAME

The name of the Corporation is Palm Beach Auto Leasing, Inc.

ARTICLE 2 - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 2453 Stonegate Drive, Wellington, Florida 33414.

ARTICLE 3 - REGISTERED AGENT AND REGISTERED OFFICE

The registered agent of the Corporation is Michael Mammarelli and the registered office is 2453 Stonegate Drive, Wellington, Florida 33414.

ARTICLE 4 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 5 - CORPORATE CAPITALIZATION

The total number of shares of capital stock that the Corporation shall have authority to issue is 10,000, all of which are to be common stock with par value of one cent (\$0.01) per share.

ARTICLE 6 - DIRECTOR(S)

The initial Board of Directors shall have 2 (one) member whose name is as follows:

John Tornabene
Michael Mammarelli

and whose street address shall be the same as the principal office of the Corporation. The number of directors may be raised or lowered by amendment of the bylaws of the Corporation but shall in no case be less than one.

ARTICLE 7 - INCORPORATOR

The name and mailing address of the incorporator is Julie M. Bedard, 1341 Fairfax Circle East, Lantana, Florida 33462.

ARTICLE 8 - EXISTENCE

The Corporation is to have perpetual existence.

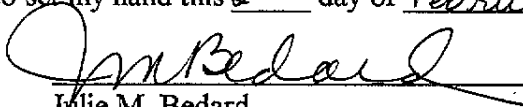
ARTICLE 9 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of the Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of the Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 2nd day of February, 1998


Julie M. Bedard

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated February 2, 1998


Michael Mammarelli