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FRANK A. PRINCIPE
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May 11, 1998

Florida Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

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-05/14/98-01043-006
****122.50 ****122.50

Re: JMC Capital Leasing, Inc.

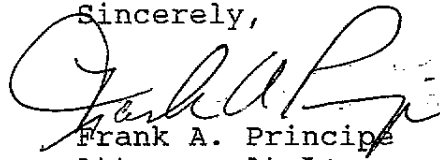
Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also, enclosed is our firm's check in the amount of \$122.50 which represents the following:

\$35.00	Filing Fee
\$35.00	Designation of Registered Agent
\$52.50	Certified Copy

Once the Articles have been filed, please forward a certified copy to my attention as soon as possible in the self-addressed, postage-paid envelope. Should you have any question, please do not hesitate to call me.

Sincerely,


Frank A. Principe
Attorney At Law

FAP/mr

Enclosures

SecState.Ltr

FILED
98 MAY 14 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-15-98

ARTICLES OF INCORPORATION
OF
JMC CAPITAL LEASING, INC.

FILED
98 MAY 14 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being duly licensed to practice law in the State of Florida, desiring to form a corporation in accordance with Chapter 607 of the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

1.01 The name of the Corporation shall be JMC Capital Leasing, Inc.

ARTICLE TWO

REGISTERED OFFICE AND AGENT

2.01 The location and address of the Corporation's principal office in Florida is 118 Hickory Creek Blvd., Brandon, Florida, 33511. The initial registered agent at the registered office is Robert L. Cabral, whose address is 118 Hickory Creek Blvd., Brandon, Florida 33511.

ARTICLE THREE

PURPOSE

3.01 The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

DURATION

4.01 The term of existence of the Corporation is perpetual.

ARTICLE FIVE

INCORPORATORS

5.01 The name and post office address of the incorporator is:

Name	Address
Frank A. Principe	1521 Oakfield Dr. Brandon, Florida 33511

ARTICLE SIX

DIRECTORS

6.01 The Board of Directors shall consist of at least one and not more than five members. The name and address of the first Board of Directors is:

Name and Address
Robert L. Cabral 118 Hickory Creek Blvd. Brandon, Florida, 33511

ARTICLE SEVEN

CAPITAL STOCK

7.01 The number of shares of stock that the Corporation is authorized to have outstanding is Seven Thousand Five Hundred (7,500), all of which shall be common shares with par value One Dollar (\$1.00).

ARTICLE EIGHT

STATED CAPITAL

8.01 The amount of capital with which the Corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE NINE

AMENDMENT OF ARTICLES

9.01 The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting powers of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 11th day of May, 1998.


Frank A. Principe

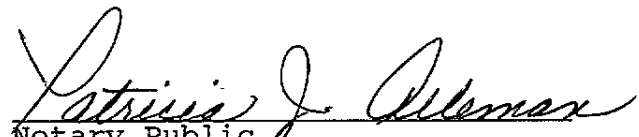
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On this 11th day of May, 1998, before me personally appeared Frank A. Principe, who has presented PERSONALLY KNOWN as identification or is personally known to me, and acknowledged that he executed the document for the purposes contained within it.

IN WITNESS WHEREOF, I sign here and set my official seal.

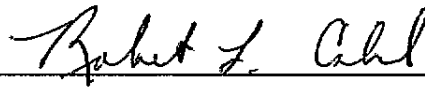


OFFICIAL SEAL
PATRICIA J. ALLEMAN
My Commission Expires
Dec. 10, 2000
Comm. No. CC 245658


Notary Public
My Commission Expires:

CONSENT TO APPOINTMENT OF REGISTERED AGENT

I, Robert L. Cabral, am hereby familiar with and accept the duties and responsibilities as Registered Agent of JMC Capital Leasing, Inc.



Robert L. Cabral

FILED
98 MAY 14 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA