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LAW OFFICES OF

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August 19, 1998

Florida Department of State

409 E. Gains Street

Tallahassee FL 32301

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-08/26/98--01019--012

*****122.50 *****122.50

RE: ARTICLES OF INCORPORATION FOR ALLIED FINANCIAL GROUP - APEX
LEASING, INC. FOR FILING

Dear Sir or Madam:

Please find enclosed for filing the original Articles of Incorporation for ALLIED FINANCIAL GROUP - APEX LEASING, INC. along with our check number 1004 in the amount of \$122.50 to cover the filing fees therefor.

Please return the stamped filed documents to the above address. Thank you.

Sincerely,

KELLY & WHITAKER, P.A.



Timothy F. Kelly, Esquire

enclosure

cc: Client
Case File

TFK:gpb 081998
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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALLIED FINANCIAL GROUP - APEX LEASING, INC.

ARTICLE ONE
NAME

The name of the Corporation shall be ALLIED FINANCIAL GROUP - APEX LEASING, INC.

ARTICLE TWO
REGISTERED OFFICE AND AGENT

The location and address of the Corporation's initial registered office in Florida is 2260 West Bay Drive, Suite B, Largo Pinellas County, Florida 33770. The initial registered agent at the registered office is Pearl F. Mamone.

ARTICLE THREE
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be 2260 West Bay Drive, Suite B, Largo, Pinellas County, Florida 33770.

ARTICLE FOUR
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE FIVE
INCORPORATORS

The names and post office addresses of the incorporators are:

<u>NAME:</u>	<u>ADDRESS:</u>
Pearl F. Mamone	2260 West Bay Drive Suite B Largo, Florida 33770
Carl W. Mamone	2260 West Bay Drive Suite B Largo, Florida 33770

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ARTICLE SIX
DIRECTORS

The Board of Directors shall consist of two (2) members. The names and addresses of the first Board of Directors are:

<u>NAME:</u>	<u>ADDRESS:</u>
Pearl Mamone	2260 West Bay Drive Suite B Largo, Florida 33770
Carl W. Mamone	2260 West Bay Drive Suite B Largo, Florida 33770

ARTICLE SEVEN
CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding is One Hundred (100), all of which shall be common shares with par value of \$200.00 each.

ARTICLE EIGHT
STATED CAPITAL

The amount of capital with which the Corporation shall begin business is \$20,000.00.

ARTICLE NINE
AMENDMENT OF ARTICLES

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 power 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, we have signed these Articles of Incorporation on this the

1 day of Aug., 1998.

Pearl + Diamone

Incorporator

Carl M. [Signature]

Incorporator

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 this 1 day of Aug., 1998.

Pearl + Diamone

Registered Agent (SIGN ABOVE)
Incorporator

Carl M. [Signature]

Incorporator

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