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October 28, 1998

Florida Dept. of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32301

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-11/02/98--01092--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Subj: Incorporation of ACADEMY LEASING INC.

1-CC

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fees.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY. A1A, Satellite Beach, FL 32937. Telephone Number 407-773-2020

Thank you for your assistance in this matter.

Sincerely,



Sherri L. Knight

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -2 AM 10:56

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ARTICLES OF INCORPORATION

OF

ACADEMY LEASING INC.

ARTICLE I. NAME

The name of this corporation is

ACADEMY LEASING INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already hold, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1370 Hwy. A1A, Suite C, Satellite Beach, Florida, 32937, and the name of the initial registered agent of this corporation at that address is SHERRI L. KNIGHT.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation are:

RICHARD L. THOMPSON  
505 S. Palm  
Indialantic, Florida 32903

SHERRI L. KNIGHT  
408 Bridgetown Ct.  
Satellite Beach, Florida 32937

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 1370 Hwy. A1A, Suite C, Satellite Beach, Florida 32937, and the mailing address of the corporation is 1370 Hwy. A1A Suite C, Satellite Beach, Florida 32937.

ARTICLE IX. INCORPORATOR

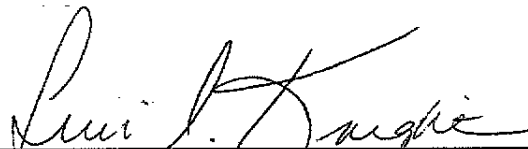
The name and address of the person signing these articles is:

SHERRI L. KNIGHT  
408 Bridgetown Ct.  
Satellite Beach, Florida 32937

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 28th day of October, 1998.


  
\_\_\_\_\_  
SHERRI L. KNIGHT

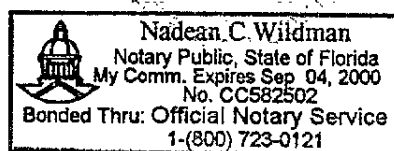
STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared SHERRI L. KNIGHT to me known to be the person described as subscriber on and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal on the County and State named above this 28th day of October, 1998.

FL/DL K573-792-53-  
890-0

  
\_\_\_\_\_  
Notary Public



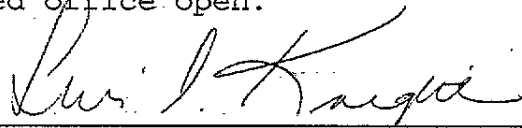
DESIGNATION  
AS  
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,  
Florida Statutes, the following is submitted:

That ACADEMY LEASING INC., desiring to organize under the  
laws of the State of Florida, with its principal office at 1370  
Hwy. A1A, Suite C, Satellite Beach, Brevard County, Florida  
32937, has named SHERRI L. KNIGHT, located at 1370 Hwy. A1A,  
Suite C, Satellite Beach, Brevard County, Florida 32937, as its  
agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above named Corporation, at the place designated in this  
certificate, the undersigned agrees to act in this capacity,  
and agrees to comply with the provisions of Florida law  
relative to keeping the designated office open.



SHERRI L. KNIGHT  
Registered Agent

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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