

P98000104481

CARZ leasing corporation

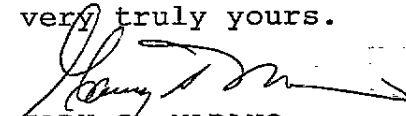
Division of Corporations
Attn: Carolyn Batten

December 14, 1998

With regard to our phone conversation of this morning,
enclosed are the Articles of Incorporation for CARZ
LEASING CORPORATION.

My working hours phone number is 561-734-7851. Thank you
for your cooperation.

very truly yours.


GARY S. MARANO

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*****78.75 *****78.75

FILED
98 DEC 15 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GP
12-17-98
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 8, 1998

DONALD T. MARANO
19 ESTATES DR.
BOYNTON BEACH, FL 33436

SUBJECT: CARZ LEASING CORPORATION
Ref. Number: W98000027433

We have received your document for CARZ LEASING CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 798A00057961

ARTICLES OF INCORPORATION
OF
CARZ LEASING CORPORATION

FILED
98 DEC 15 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is CARZ LEASING CORPORATION. The principal address of this corporation is 19 Estates Drive, Boynton Beach, Florida 33436.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

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 - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 19 Estates Drive, Boynton Beach, Fl 33436 and the name of the initial registered agent of this corporation at that address is GARY S. MARANO

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name and address of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
GARY S. MARANO President 57 WOODS LANE	Boynton Beach, Fl 33436

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
GARY S. MARANO President 57 WOODS LANE	Boynton Beach, Fl 33436

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

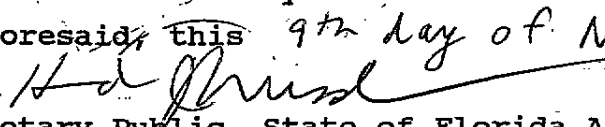
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles
of Incorporation this 9th day of November 1998


PRESIDENT

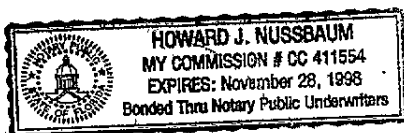
STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and
County set forth above, personally appeared GARY S. MARANO known to be and
known by me to be the persons who executed the foregoing Articles of
Incorporation, and they acknowledged before me that they executed those
Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal
in the State and County aforesaid, this 9th day of November,
1998


Notary Public, State of Florida At Large
Howard J. Nussbaum

My Commission Expires:

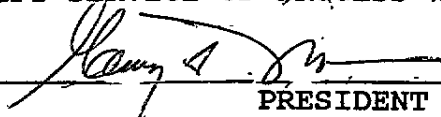


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTE, THE FOLLOWING IS
SUBMITTED:

FIRST THAT CARZ LEASING CORPORATION
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS AT 19 ESTATES DRIVE, CITY OF BOYNTON BEACH,
STATE OF FLORIDA, HAS NAMED GARY S. MARANO, (Name of Resident Agent)
LOCATED AT 57 WOODS LANE BOYNTON BEACH FL 33436 STATE OF FLORIDA, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



PRESIDENT

NOVEMBER 9, 1998

Date

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.



PRESIDENT

NOVEMBER 9, 1998

Date

FILED
98 DEC 15 AM 8:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE