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ACCOUNT NO. :--072100000032-

REFERENCE

140000 90

90474

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : February 24, 1999

ORDER TIME : 10:17 AM

ORDER NO. : 146000-005

CUSTOMER NO:

CUSTOMER: Dennis Stewart, Esq

DENNIS STEWART, P.A. DENNIS STEWART, P.A.

9017A

2nd Floor

312 S.e. 17th Street

Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME:

NORTH MIAMI AUTO & BOAT

LEASING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY

_____ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

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99 FEB 24 PH IZ: 49

RECEIVED

99 FEB 24 PM 3: 25
SECRETARY OF STATE
SECRETARY OF STATE

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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

NORTH MIAMI AUTO & BOAT LEASING, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

NORTH MIAMI AUTO & BOAT LEASING, INC.

The address of the principal office of this corporation shall be 1251 Northeast 108th Street, Miami, Florida 33161, and the mailing address of the corporation shall be the same.

ARTICLE II, NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

James Addison Dir./Pres.

1251 Northeast 108th Street Miami, Florida 33161

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301 IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company, on February 24, 1999.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation to transact business in thisState, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar -

CHS/rwm