

BLANK ROME COMISKY & MCCAULEY LLP

Counselors at Law

Direct Dial Phone:

P99000031625

Pennsylvania  
New Jersey  
Delaware  
Maryland  
Washington, D.C.  
Florida

February 24, 1999

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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\*\*\*\*\*245.00 \*\*\*\*\*78.75

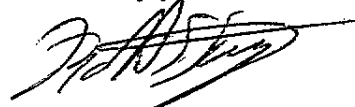
Re: P.L.C. II, Inc.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation and Certificate of Designation for Registered Agent regarding the above-reference. Also enclosed is our check in the amount of \$122.50 for filing of the Articles. A self-addressed return envelope is enclosed for your convenience in the return of the certified copy of the Articles of Incorporation.

Thank you.

Sincerely yours,



ROBERT S. SARAGA

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 APR -7 AM 9:26

FILED

w99-6233  
axc 4/7



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 15, 1999

ROBERT S. SARAGA  
1200 N. FEDERAL HWY., STE. 417  
BOCA RATON, FL 33432

SUBJECT: P.L.C. II, INC.  
Ref. Number: W99000006233

We have received your document for P.L.C. II, INC. and your check(s) totaling \$245.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6878.

Alan Crum  
Document Specialist

Letter Number: 999A00012360

Dear Mr. Crum:

Pursuant to this letter, we have changed the name of P.L.C. II, Inc. to Professional Leasing Concepts II, Inc. Enclosed please find an original and one copy of Articles of Incorporation for same.

Thank you.

Mirtha Kayne,  
Legal Assistant

PLC

April 7, 1999

Via Fax (850)487-6804

Attention: Alan Crum  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Professional Leasing Concepts, Inc.  
Professional Leasing Concepts I, Inc.  
Professional Leasing Concepts II, Inc.

Dear Mr. Crum:

As per your telephone conversation with the law firm of Blank Rome Continsky and McCauley LLP, this will serve to confirm that the undersigned is the owner of Professional Leasing Concepts, Inc. this corporation was acquired by me from Nancy A. Bruno. Please incorporate Professional Leasing Concepts I, Inc. and Professional Leasing Concepts II, Inc. These two new corporations will be affiliates of Professional Leasing Concepts, Inc.

If you require any further assistance, please do not hesitate to contact me at (215)87-3800.  
Thank you for your cooperation.

Sincerely,



Mark Fried

PROFESSIONAL LEASING CONCEPTS, INC.  
20801 Biscayne Blvd., Suite 410 Aventura, FL 33119  
305-468-0685 • FAX: 305-468-5936

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ARTICLES OF INCORPORATION  
OF  
**PROFESSIONAL LEASING CONCEPTS II, INC.**

FILED  
99 APR -7 AM 9:26  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is **PROFESSIONAL LEASING CONCEPTS II, INC.** (the "Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any or all lawful business under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of all classes of stock which the Corporation has authority to issue is 100 shares, no par value.

ARTICLE V

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

ARTICLE VI

The principal place of business of the Corporation shall be Dade County, Florida, and its mailing address shall be:

20801 South Biscayne Blvd., Suite 410  
Aventura, Florida 33180

## ARTICLE VII

The name of the registered agent and the street address of the initial registered office of the Corporation is:

MARK D. FRIED  
20801 South Biscayne Blvd., Suite 410  
Aventura, Florida 33180

## ARTICLE VIII

The names and street addresses of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mark D. Fried President/Treasurer/Secretary/Director	20801 South Biscayne Blvd., Suite 410 Aventura, Florida 33180

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

## ARTICLE IX

The Corporation shall indemnify its directors, officers, employees, incorporator, and agents to the fullest extent permitted by law.

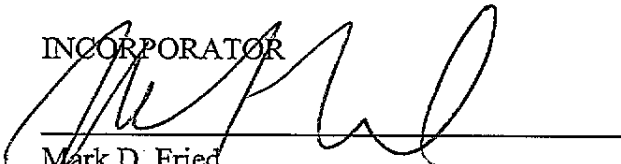
## ARTICLE X

The names and address of the Incorporator of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mark D. Fried	20801 South Biscayne Blvd., Suite 410 Aventura, Florida 33180

IN WITNESS WHEREOF, I have hereunto set my hand this 1<sup>st</sup> day of March, 1999.

INCORPORATOR


  
Mark D. Fried

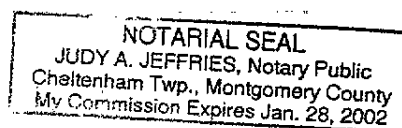
STATE OF PENNSYLVANIA

COUNTY OF MONTGOMERY

)  
) SS  
)

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of March, 1999  
by Mark D. Fried, who is personally known to me or who has produced \_\_\_\_\_  
as identification.

  
Notary Public



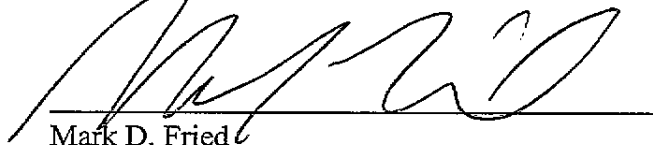
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is PROFESSIONAL LEASING CONCEPTS II, INC.
2. The name and address of the registered agent and office is:

MARK D. FRIED  
20801 South Biscayne Blvd., Suite 410  
Aventura, Florida 33180

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Mark D. Fried  
(Name signing as registered agent)

Dated: March 1, 1999

**FILED**  
99 APR -7 AM 9:26  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA