

P99000041652

LAW OFFICES

RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD, P.A.

RICHARDS BUILDING

1253 PARK STREET

CLEARWATER, FLORIDA 33756

RALPH RICHARDS (1893-1980)
JOHN D. FITE
JOHN E. SLAUGHTER, JR.
EMIL G. PRATESI
R. CARLTON WARD
CYNTHIA I. RICE
THEO J. KARAPHILLIS

TEL: (727) 443-3281
FAX: (727) 446-3741

OF COUNSEL

WILLIAM W. GILKEY
WILLIAM M. MACKENZIE
PATRICK W. RINARD

PORT RICHEY OFFICE

RIDGE PLACE EXECUTIVE CENTER
8410 U.S. HIGHWAY 19 - SUITE 104
PORT RICHEY, FLORIDA 34668
TEL: (727) 841-7833
FAX: (727) 847-6742

April 27, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

300002861353-4
-05/04/99-01016-014
*****78.75 *****78.75

RE: Articles of Incorporation - CAPITAL CAR SALES & LEASING, INC.

Gentlemen:

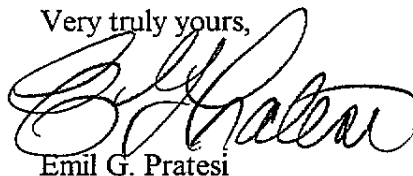
We enclose herewith for filing in your office the original Articles of Incorporation and designation of Registered Agent for the above noted corporation.

We also enclose herewith a check, payable to your order, in the amount of \$78.75 to cover the following:

File Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy of Articles	8.75
	<u>\$ 78.75</u>

We shall appreciate your forwarding the certified copy of the Articles to the undersigned at the firm and address shown above.

Very truly yours,


Emil G. Pratesi

EGP/grh
Enclosures



FILED
99 MAY -3 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

99 MAY -3 AM 10:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CAPITAL CAR SALES & LEASING, INC.

I.

NAME

The name of this corporation shall be CAPITAL CAR SALES
& LEASING, INC.

II.

PURPOSE

This corporation is organized to engage in any activity
of business permitted under the laws of the United States or
of this State.

III.

TERM OF EXISTENCE

This corporation shall begin existence as of the date of
filing and shall exist perpetually.

IV.

CAPITAL STOCK

This corporation is authorized to issue seven thousand
five hundred (7,500) shares of \$1.00 par value.

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 he already holds, shall have the right to purchase
his pro rata share thereof (as nearly as may be done without
issuance of fractional shares) at the price at which it is
offered to others.

VI.

MAILING ADDRESS

The mailing address of the corporation is 304 So.
Pinellas Avenue, Tarpon Springs, Florida 34689.

VII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1253 Park Street, Clearwater, Florida 33756 and the name of the initial registered agent of this corporation at that address is Emil G. Pratesi.

VIII.

INCORPORATORS

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

Emil G. Pratesi 1253 Park Street
Clearwater, Florida 33756

IX.

INDEMNIFICATION

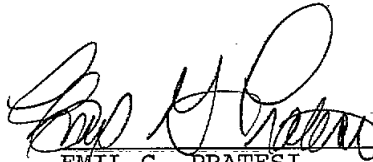
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

X.

AMENDMENT

The corporation reserves the right to amend or repeal any provisions 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 subscriber has executed this Articles of Incorporation this 27th day of April, 1999.



EMIL G. PRATESI

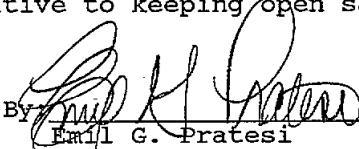
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That CAPITAL CAR SALES & LEASING, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Clearwater, County of Pinellas, State of Florida, has named Emil G. Pratesi, located at 1253 Park Street, City of Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY 
Emil G. Pratesi
(REGISTERED AGENT)

EGP/grh
C:\WPWIN60\WPDOCS\CORPORAT\DESIGNAT.RA

FILED
99 MAY -3 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA