

Charter Number Only

P99000044038

Jani E. Maurer

Requestor's Name

500 N.E. Spanish River Blvd

Address

Boca Raton, FL 33431

City

State

ZIP

Phone

561 392 4142

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CORPORATION(S) NAME

Arlee Leasing Corporation

FILED
99 MAY 14 11-09 AM
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Mail Out |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |

Name	
Availability	
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Examiner	
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Verifier	
Acknowledgment	
W.P. Verifier	

CERTIFIED COPY

Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION
OF
ARLEE LEASING CORPORATION

FILED
99 MAY 14 AM 10:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being over the age of eighteen (18) years, citizens of the United States of America, and competent to contract, hereby present these Articles for the formation of a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be:

ARLEE LEASING CORPORATION

ARTICLE II

The general nature of the business or businesses to be transacted by this Corporation shall be:

- (1) To engage in acquisition, sale and leasing of trucks and other vehicles.
- (2) To buy and otherwise acquire, sell, produce, manufacture and dispose of all kinds of raw or finished materials, merchandise, commodities, machinery, tools and products, including, but not limited to, any and all of the foregoing items required for the above.
- (3) To engage generally in any form of manufacturing or mercantile enterprises not contrary to law.
- (4) To acquire or rent, lease, improve and convey lands and lands under water and riparian, dock and maritime rights, to construct docks, drydocks, wharves, piers, basins, derricks, elevators, warehouses, manufactories, stores, shops, tracks and other structures thereon; and to rent, lease and convey the same; to buy, sell, store, manufacture, import and export merchandise, machinery and products; to build, own, repair and charter ships and vessels and afford them dockage; to commission, own, buy and sell such ships and vessels, and generally to carry on a land improvement, real estate, dock, shipping and merchandise business.
- (5) To act as agent or representative of corporations, firms and individuals.

(6) To make and enter into all kinds of contracts, agreements and obligations by or with any person or persons, corporation or corporations, or other entities, for the purchasing, acquiring, holding, manufacturing and selling or otherwise disposing or, either as a principal or agent, upon commission or otherwise, any articles of personal property whatsoever, and generally with full power to perform any and all acts connected therewith or arising therefrom or incidental thereto, and any and all acts proper or necessary for the purposes of the business.

(7) To carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by merchants, commission men, factors, importers and manufacturers' agents, and, in the course of such business, to draw, accept, endorse, acquire and sell all or any negotiable or transferable instruments and securities.

(8) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges, or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or any other lawful objects.

(9) To guaranty, purchase, hold, sell, transfer, assign, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any bonds, securities or evidences of indebtedness of a corporation created by any other state or government, and, while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote thereon.

(10) To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon, directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum or vote.

(11) To purchase or otherwise acquire, directly and/or through ownership of stock of any corporation, all or any part of the business, good will, rights, property and assets of all kinds, of any corporation, association, partnership or individual, and to pay for the same in cash, with the stock of this corporation, bonds, or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased; or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is not a prohibited exercise of its corporate power, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

Without limiting any of the objects and powers of the corporation, it is expressly declared and provided that the Corporation shall have power in carrying on its business or for the purpose of attainment of any of the objects hereinabove mentioned, to make and perform contracts of any

kind and description and do any and all other acts and things and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the pertinent Statutes of the State of Florida which a co-partnership or natural person could do and exercise and which are now or hereafter may be authorized by law; but it is expressly provided that nothing in this certificate contained shall confer upon the Corporation any power requiring the exercise of the right of eminent domain.

ARTICLE III

STOCK. The maximum number of shares outstanding at any one time shall be One Hundred (100) shares at par value of One (\$1.00) Dollar per share.

ARTICLE IV

CAPITAL. The corporation shall begin business with not less than the sum of One Hundred and No/100 (\$100.00) Dollars.

ARTICLE V

CORPORATE EXISTENCE. The corporation shall have perpetual existence and shall commence business upon issuance of a Certificate by the Secretary of State.

ARTICLE VI

POST OFFICE ADDRESS. The principal office or place of business of the corporation shall be: 10390 Boca Woods Lane, Boca Raton, Florida 33428, or such other places as may be designated by the Board of Directors.

ARTICLE VII

REGISTERED AGENT AND REGISTERED OFFICE. The registered office for the corporation and the registered agent for the corporation are as follows:

Jani E. Maurer, Esq.
500 N.E. Spanish River Blvd., Suite 27
Boca Raton, Florida 33431

ARTICLE VIII

NUMBER OF DIRECTORS. The number of Directors shall be not less than one (1) nor more than three (3), the presence of all of whom, in person or by proxy, shall be required in order to constitute a quorum at any meeting of the Board of Directors.

ARTICLE IX

NAMES AND ADDRESSES OF DIRECTORS. The names and addresses of the first Board of Directors of the corporation are as follows:

Shirley Prince
10390 Boca Woods Lane
Boca Raton, Florida 33428

Arlene Prince
435 East 65th Street
New York, New York 10021

ARTICLE X

OFFICERS. The names and post office addresses of the officers of the corporation are as follows:

Shirley Prince
10390 Boca Woods Lane
Boca Raton, Florida 33428

President and Treasurer

Arlene Prince
435 East 65th Street
New York, New York 10021

Vice President and Secretary

ARTICLE XI

NAMES AND POST OFFICE ADDRESSES OF SUBSCRIBERS. The names and post office addresses of the Subscribers to these Articles of Incorporation and the number of shares of

stock which each agrees to take are as follows:

NAME	ADDRESS	NUMBER SHARES
Shirley Prince	10390 Boca Woods Lane Boca Raton, Florida 33428	50
Arlene Prince	435 East 65 th Street New York, New York 10021	50

The proceeds of the stock subscribed to will amount to at least One Hundred and No/100 (\$100.00) Dollars.

ARTICLE XII

PREEMPTIVE RIGHTS. Every shareholder, upon the sale for cash of any net 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.

ARTICLE XIII

BY-LAWS. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE XIV

INDEMNIFICATION. (a) The corporation shall indemnify any person made a party to any action by or in the right of the Corporation to procure a judgment in its favor by reason of being or having been a director or officer of the Corporation, or any other corporation which they served as such at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by them in connection with the defense or settlement of such action, or in connection with any appeal therein, except in relation to matters

as to which such director or officer is adjudged to have been guilty of gross negligence or misconduct in the performance of their duty to the Corporation.

(b) The Corporation shall indemnify any person made a party to an action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director or officer of the Corporation, or of any other corporation which they served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith in the reasonable belief that such action was in the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that they had reasonable grounds for belief that such action was unlawful.

(c) Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of stockholders or otherwise.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Boca Raton, Palm Beach County, Florida, for the uses and purposes aforesaid on this 18 day of April, 1999.

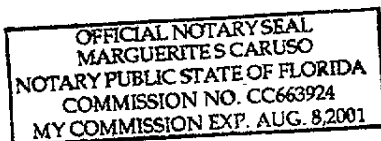
-7-

Shirley Prince
Shirley Prince
Arlene Prince
Arlene Prince

STATE OF FLORIDA :

COUNTY OF PALM BEACH :

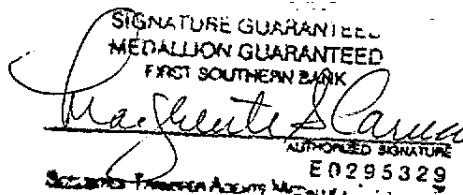
The foregoing instrument was signed and acknowledged before me on this 18 day of March, 1999, by Shirley Prince and Arlene Prince, who are personally known to me or who produced personally known as identification, and who did take an oath.



Marguerite S. Caruso
Notary Public, State of Florida
Print name: MARGUERITE S. CARUSO

(seal)

My Commission Expires: 8/8/2001



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

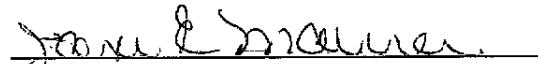
The Incorporation of ARLEE LEASING CORPORATION, in accordance with chapter 607.034, Florida Statutes, hereby designates its place of business for the service of process and agent upon whom process may be served as follows:

THAT, ARLEE LEASING CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation located in Boca Raton, State of Florida, herein designates and names Jani E. Maurer, whose address is 500 N.E. Spanish River Blvd., Suite 27, Boca Raton, Florida 33431, as its Agent to accept service of process within the State.


Shirley Prince

ACCEPTANCE

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


Jani E. Maurer

FILED
99 MAY 14 AM 10:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA