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June 11, 1999

FILED
99 JUN 14 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Department of State
Corporate Division
P. O. Box 6327
Tallahassee, Florida 32314

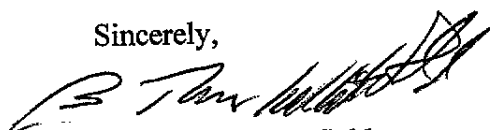
Re: American Equipment Leasing & Finance, Inc.

Gentlemen:

Enclosed please find an original and one fully conformed copy of Articles of Incorporation in connection with the above corporation. Please file the same and have a certified copy returned to our office. Enclosed is our firm check in the amount of \$122.50 to cover all fees.

Thank you for your courtesy.

Sincerely,



B. Thomas Whitefield
For the Firm

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****122.50 *****78.75

BTW:am
Enc. as noted

**ARTICLES OF INCORPORATION
OF
AMERICAN EQUIPMENT LEASING & FINANCE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Corporation Act, adopts the following Articles of Incorporation:

Article I - Name

The name of this corporation is **AMERICAN EQUIPMENT LEASING & FINANCE, INC.**

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Shares

The aggregate number of shares which this corporation shall have authority to issue shall be 1,000 of a par value of \$1.00 per share.

Article V - Principal and Registered Office and Registered Agent

The street address of the principal office of the corporation is 112 S. Pine Avenue, Ocala, Florida, Florida 34474 and the address of the initial registered office of this corporation is 4040 Woodcock Drive, Suite 202, Jacksonville, Florida 32207, and the name of the initial registered agent at that address is B. Thomas Whitefield.

Article VI - Initial Board of Directors

This corporation shall have one (1) director initially. Thereafter, the number of directors may be either increased or decreased from time to time in the manner provided by the Bylaws, but shall never be fewer than one. The name and address of the initial directors of this corporation are:

Name
V. L. Tucker

Address
112 S. Pine Avenue
Ocala, Florida 34474

Article VII - Incorporator

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

Name
B. Thomas Whitefield

Address
4040 Woodcock Drive, Suite 202
Jacksonville, Florida 32207

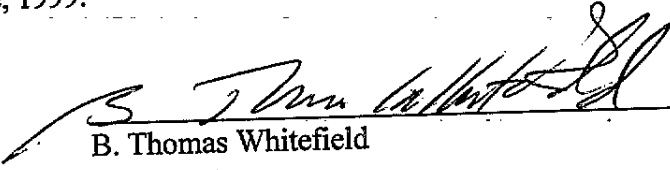
Article VIII - Indemnification

The corporation shall have the power, to indemnify all officers and directors and former officers and directors to the fullest extent possible under Florida law or as may be more fully forth in the by-laws.

Article IX - 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 incorporator has executed these Articles of Incorporation this 11th day of June, 1999.


B. Thomas Whitefield
Incorporator

**STATE OF FLORIDA
COUNTY OF DUVAL**

The foregoing instrument was acknowledged before me this 11th day of June, 1999 by
B. Thomas Whitefield, who is personally known to me.

Alvalene J. Middlebrooks

(print name)

Notary Public, State of Florida
My Commission Expires:



ALVALENE J. MIDDLEBROOKS
MY COMMISSION # CC483031 EXPIRES
September 28, 1999
BONDED THRU TROY FAIR INSURANCE, INC

ACKNOWLEDGMENT AND ACCEPTANCE

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

B. Thomas Whitefield

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