

G&K

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Greenstein & King  
Certified Public Accountants  
Accounting • Tax • Business Services

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Boca Raton, FL 33433  
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July 11, 1999

Secretary of State  
Bureau of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

200002938542--2  
-07/22/99--01053--014  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Fleet Auto Lease Inc.

Gentlemen:

Enclosed herein please find original and two copies of the Articles of Incorporation regarding the above-captioned matter. Please file the original corporation papers and return one certified copy to our office.

Also enclosed please find a check in the amount of \$122.50 to cover the cost of filing and obtain a certified copy. I have also enclosed a stamped self-addressed return envelope for your convenience.

Thank you,

Sincerely yours,

*Terril King*

GREENSTEIN & KING, CPAs

Enclosure

FILED  
99 JUL 22 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
FLEET AUTO LEASE INC.

FILED

99 JUL 22 PM 3:00

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopt the following Articles of Incorporation.

Article I

NAME OF CORPORATION

The name of the corporation shall be FLEET AUTO LEASE INC.

Article II

NATURE OF BUSINESS

The purpose for which the corporation is organized is all lawful business for which corporations may be incorporated under the laws of the State of Florida.

Article III

TERM OF EXISTENCE

The corporation is to exist perpetually.

Article IV

CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1000) of the par value of One Dollar and No/100ths (\$1.00) each.

Article V

REGISTERED AGENT/REGISTERED OFFICE

The name of its initial registered agent is Marsann Stanco, and the street address of its initial principal office and registered office is 223 Via Deste Ste. #1908 Delray Beach Fl. 33445.

Article VI

OFFICERS AND DIRECTORS

The number of directors constituting the initial board of directors is one (1) and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until the successors are elected and qualified is:

Marsann Stanco  
223 Via Deste #1908  
Delray Beach Fl. 33445

President  
Treasurer  
Vice President  
Secretary

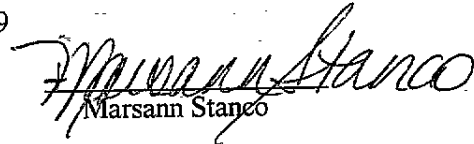
Article VII

INCORPORATORS

The name and address of the incorporator is:

Marsann Stanco  
223 Via Deste #1908  
Delray Beach, Fl. 33445

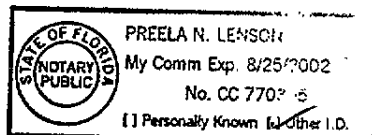
IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this  
\_\_\_\_ 11 \_\_\_\_ Day of July 11, 1999

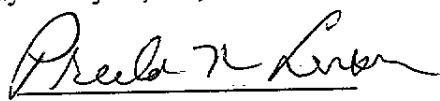
  
Marsann Stanco

STATE OF FLORIDA  
COUNTY OF

Before me, a notary public, on this day personally appeared Marsann Stanco known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this \_\_\_\_ 11 \_\_\_\_ day of July 11, AD, 1999.



  
Notary Public,  
State of Florida  
8/25/2002  
My Commission Expires

FILED

99 JUL 22 PM 3:00

CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.325, 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.

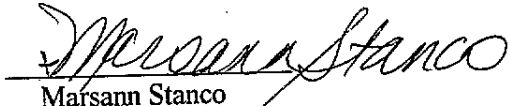
1. The name of the corporation is FLEET AUTO LEASE INC.
2. The name and address of the registered agent and office is :

Marsann Stanco  
223 Via Deste #1908  
Delray Beach Fl. 33445

  
MARSANN STANCO

7-11-99  
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

  
Marsann Stanco  
Registered Agent

7-11-99  
Date