

Division of Corporations

# S 29842

Florida Department of State

Division of Corporations

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Katharine Harris, Secretary of State

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## BASIC AMENDMENT

LEASE FUNDING SERVICES, INC.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 5, 2001

LEASE FUNDING SERVICES, INC.  
1695 W I INDIANTOWN RD  
SUITE 29  
JUPITER, FL 33458

SUBJECT: LEASE FUNDING SERVICES, INC.  
REF: S29842

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please remove the word "initial" from article I referring to the initial principal place of business.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return 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) 245-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H01000095846  
Letter Number: 201A00050024

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LEASE FUNDING SERVICES, INC.,  
a Florida corporation**

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Pursuant to Section 607.1007 of the Florida Business Corporation Act ("FBCA"), the undersigned officer of Lease Funding Services, Inc., a Florida corporation ("Corporation") certifies that:

1. The name of the Corporation is "Lease Funding Services, Inc."
2. The Corporation's articles of incorporation were filed with the Florida Department of State on February 4, 1991. (the "Articles of Incorporation");
3. These Amended and Restated Articles of Incorporation were duly adopted by the Corporation's shareholders by written consent, consenting in voting groups, on September 4, 2001. The number of shares consenting to these Amended and Restated Articles of Incorporation in each voting group were sufficient for approval by the shareholders.
4. The Articles of Incorporation are amended as follows:

Article I is amended to change the principal office and mailing address of the Corporation.

Article V is amended to change the name and address of the Registered Agent of the Corporation.

Article VII is amended to change the number , identities and addresses of the officers and directors of the Corporation.
5. There are no discrepancies between the provisions of the Articles of Incorporation and the provisions of these Amended and Restated Articles of Incorporation, other than the inclusion of the foregoing amendments and the omission of matters and terminology of historical interest.
6. The text of the Articles of Incorporation of the Corporation is restated with the amendments described above, effective as of the date of filing of these Amended and

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7. Restated Articles of Incorporation with the Florida Department of State, to read as follows:

ARTICLE I  
NAME

The name of the corporation shall be: LEASE FUNDING SERVICES, INC.

The principal place of business of this corporation shall be:

825 S. U.S. Highway 1  
Jupiter, Florida 33477

ARTICLE II.  
NATURE OF BUSINESS

The general purpose or purposes for which this corporation is initially organized shall include and are as follows:

(1) To engage in the business of leasing or financing equipment of every kind and description, and whether or not affixed to or forming a part of real property, to commercial medical, dental, industrial or agricultural users and customers and in the business of buying, selling and of dealing in and acting as brokers for equipment purchase contracts of all types;

(2) To engage in any lawful enterprises, whether commercial industrial or agricultural, calculated or designed to be profitable to this corporation;

(3) To generally engage in, do, and perform any enterprise, act or vocation that a natural person might or could do or perform;

(4) To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of property, right, title, interest or rentals.

(5) To invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

(6) 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 purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise;

(7) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, otherwise dispose of the shares of the capital stock of, or any bonds issued by, or evidence of indebtedness created by, any other corporation or corporations, and while

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owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

(8) To purchase, sell, and transfer shares of its own capital stock;

(9) To acquire, enjoy, utilize and to dispose of patents, copyrights, trademarks, and any licenses or other rights or interests therein and thereunder;

(10) In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the General Corporation Act of the State of Florida, and any amendments thereto, and to do any and all things herein before set forth to the same extent as natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

#### ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

#### ARTICLE V REGISTERED AGENT AND OFFICE

The street address of the registered office of the corporation shall be: 825 S. U.S. Highway 1, Jupiter, Florida 33477 and the name of the current registered agent of the Corporation at such address is Robert H. Quinn, Jr.

#### ARTICLE VI TERM OF EXISTENCE

This corporation is to exist perpetually and its existence shall commence at the date and time of the filing of these Articles of Incorporation by the Department of the State of Florida.

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ARTICLE VII  
OFFICERS AND DIRECTORS

This corporation shall have two (2) officers and two (2) directors. The names and street addresses of the of the current officers and directors of the Corporation, who shall hold office for the ensuing year or until their successors are elected, are:

NAME	TITLE	ADDRESS
Philip A Cody	Director President	825. S. U.S. Highway 1 Suite 310 Jupiter, Florida 33477
Robert H. Quinn, Jr.,	Director Vice President, Secretary/Treasurer	825 S. U.S. Highway 1 Suite 310 Jupiter, Florida 33477

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be filed this 4th day of September, 2001.

LEASE FUNDING SERVICES, INC.

By: Robert H. Quinn, Jr.,  
Vice President

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the Registered Agent of **LEASE FUNDING SERVICES, INC.**, as made in the foregoing Amended and Restated Articles of Incorporation, and agree to act in such 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 the Registered Agent of **LEASE FUNDING SERVICES, INC.**

Date: September 4, 2001

  
Robert H. Quinn, Jr., Registered Agent