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November 17, 1998

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

FILED STATE
SECRETARY OF CORPORATIONS
98 NOV 19 PM 1:10

Re: Sentinel Financial Services Incorporated

500002691435--3
-11/19/98--01051--001
122.50 **78.75

Dear Sir/Madam:

Enclosed are an original and one copy of Articles of Incorporation of Sentinel Financial Services Incorporated. Also enclosed is a check in the amount of \$122.50 to cover the cost of the filing fee, registered agent designation and a certified copy. Please file the original and send me the certified copy in the enclosed self-addressed stamped envelope at your earliest convenience.

Thank you for your assistance.

Sincerely,


Philip A. Diamond

PAD/cat
Enclosures
cc: Mr. David P. Lanier, Jr.

B. BROWN NOV 23 1998

**ARTICLES OF INCORPORATION
of
SENTINEL FINANCIAL SERVICES INCORPORATED**

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ARTICLE I - NAME

The name of this corporation is Sentinel Financial Services Incorporated.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized to engage in any and all lawful business.

ARTICLE IV - POWERS

This corporation shall have all of the corporate powers permitted under the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

A. This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares."

B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PRINCIPAL OFFICE/MAILING ADDRESS

The initial principal office of the corporation shall be:

1120 West First Street, Suite A
Sanford, Florida 32771-1054

The corporation's mailing address shall be:

1120 West First Street, Suite A
Sanford, Florida 32771-1054

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1120 West First Street, Suite A, Sanford, Florida 32771-1054 and the name of the initial registered agent of this corporation at that address is David P. Lanier, Jr.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one or more than fifteen. The names and addresses of the initial directors of this corporation are:

David P. Lanier, Jr.
1120 West First Street, Suite A
Sanford, Florida 32771-1054

Steven Lansing
1120 West First Street, Suite A
Sanford, Florida 32771-1054

ARTICLE IX - INCORPORATOR

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

David P. Lanier, Jr.
1120 West First Street, Suite A
Sanford, Florida 32771-1054

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XI - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

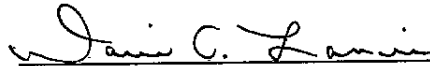
ARTICLE XII - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XIII - AMENDMENT

This 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.

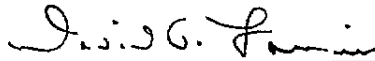
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of September, 1998.



David P. Lanier, Jr.
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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 registered agent.



David P. Lanier, Jr.

Date: Sept 30, 1998

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