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ACCOUNT NO. : 072100000032
REFERENCE : 123529 4342718
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : February 4, 1999
ORDER TIME : 10:0 AM
ORDER NO. : 123529-005
CUSTOMER NO: 4342718

CUSTOMER: Sharon D. Danco, Esq
GLENN RASMUSSEN & FOGARTY
GLENN RASMUSSEN & FOGARTY
Suite 1300
100 South Ashley Drive
Tampa, FL 33602

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-02/04/99--01022--032
*****78.75 *****78.75

DOMESTIC FILING

NAME: AMERIFACTORS FINANCIAL GROUP,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

CS
2/4/99

RECEIVED
99 FEB 4 AM 11:39
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -4 PM 1:42

EFFECTIVE DATE

02/01/99

**ARTICLES OF INCORPORATION
OF
AMERIFACTORS FINANCIAL GROUP, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -4 PM 1:42

The undersigned, acting as the incorporator of AmeriFactors Financial Group, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is AmeriFactors Financial Group, Inc.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on February 1, 1999, when these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE III. PURPOSE

The corporation may transact any or all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE IV. PRINCIPAL OFFICE

The principal business office and mailing address of the corporation is 100 West Kennedy Boulevard, Suite 200, Tampa, Florida 33602.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to issue is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 100 S. Ashley Drive, Suite 1700, Tampa, Florida 33602, and the name of the corporation's initial registered agent at that address is Charles C. Lane.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The name and street address of the initial director are:

| <u>Name</u> | <u>Address</u> |
|-----------------|--|
| Charles C. Lane | 100 S. Ashley Drive, Suite 1700, Tampa, Florida 33602 |

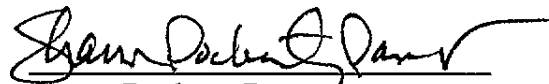
ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are:

Sharon Docherty Danco
100 South Ashley Drive, Suite 1300
Tampa, Florida 33602

The incorporator assigns to this corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the Board of Directors any rights she has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTED: February 3, 1999


Sharon Docherty Danco,
as incorporator

AMERIFACTORS FINANCIAL GROUP, INC.

ACCEPTANCE OF REGISTERED AGENT

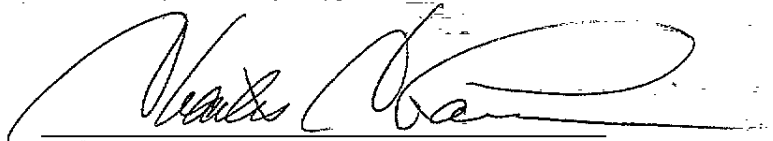
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Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That AmeriFactors Financial Group, Inc., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 100 S. Ashley Drive, Suite 1700, Tampa, Florida 33602, has named Charles C. Lane as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for AmeriFactors Financial Group, Inc., at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

DATE: February 3, 1999.



Charles C. Lane