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TALLAHASSEE, FL 32301-2607  
TAL 222-0071  
904-222-1931 FAX

800-342-8086



PREMIER HALL  
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 203932 7116237

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 27, 1996

ORDER TIME : 3:46 PM

ORDER NO. : 203932-005

CUSTOMER NO: 7116237

CUSTOMER: Mr. Jim A. Schwartz  
JIM SCHWARTZ

416 Drew Street

Clearwater, FL 34615

DOMESTIC FILING

NAME: 1121 OVERCASH, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

70000020 847--9  
-12/30/96 01013--003  
\*\*\*\*122.50 \*\*\*\*122.50

RECEIVED  
96 DEC 27 PM 4:11  
DIVISION OF CORPORATION

FILED  
96 DEC 27 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KR  
12.30.96

ARTICLES OF INCORPORATION  
OF  
1121 Overcash, Inc.

FILED  
96 DEC 27 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

1121 Overcash, Inc.

The principal place of business of this Corporation shall be 1121 Overcash Drive, Dunedin, Florida 34698.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be 1121

Overcash Drive, Dunedin, Florida 34698, and the name of the initial registered agent of the Corporation at that address is Steven P. Schwartz who accepts the designation by his signature below.

#### ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

#### ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

#### ARTICLE VII. DIRECTORS

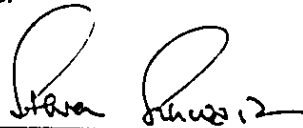
This Corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated by the Bylaws.

#### ARTICLE VIII. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

Steven P. Schwartz  
1121 Overcash Drive  
Dunedin, Florida 34698

IN WITNESS WHEREOF, the undersigned authorized agent, , has hereunto set his hand and seal on this 23 day of December, 1996.

  
Steven P. Schwartz

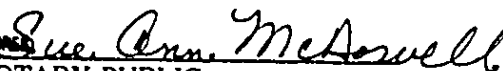
STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23 day of December, 1996, by Steven P. Schwartz who is personally known to me or who has produced Florida Driver's Licenses as identification and who did take an oath.

Commission # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



SUE ANN MC DOWELL  
MY COMMISSION # CC281828 EXPIRES  
May 2, 1997  
BONDED THROUGH TROY FARM INSURANCE, INC.

  
NOTARY PUBLIC

FILED  
96 DEC 27 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA