



THE UNITED STATES
CORPORATION
COMPANY

L99000005256

ACCOUNT NO. : 072100000032

REFERENCE : 351699 7191794

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 24, 1999

ORDER TIME : 11:05 AM

ORDER NO. : 351699-005

CUSTOMER NO: 7191794

CUSTOMER: David Pittman, Esq
PITTMAN LAW FIRM
PITTMAN LAW FIRM
223 East Main Street

Rock Hill, SC 29730

FILED
99 AUG 24 PM 1:43
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: OASIS FUNDING, L.L.C.

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-08/24/99--01034--026
****285.00 ****285.00

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY (Please note - need 3 stamped
 CERTIFICATE OF GOOD STANDING copies)

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

8-24-99

RECEIVED
99 AUG 24 PM 11:24
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
OASIS FUNDING, L.L.C.**

The undersigned person, acting as the organizer of Oasis Funding, L.L.C. under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE I - NAME

The name of this limited liability company is : Oasis Funding, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address is 3412 Clark Rd., P.M.B. 152, Sarasota, Florida 34231.

ARTICLE III - COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the company will commence on the date these Articles of Organization are filed with the Florida Department of State, and the existence of the company shall be perpetual.

ARTICLE IV - MANAGEMENT

The business of the company shall be managed by the members in proportion to their contributions to the capital of the company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members, and the names and addresses of the initial members are:

David B. Pittman, 3412 Clark Rd., P.M.B. 152, Sarasota, Florida 34231.
Kristin C. Pittman, 3412 Clark Rd., P.M.B. 152, Sarasota, Florida 34231.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be restricted solely to those members approved by the written consent of all then existing members and upon such terms and conditions as shall be established by agreement of all then existing members.

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

The company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company; provided, however, that all remaining members may consent to the continuance of the company's business notwithstanding the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS

In addition to the initial capital contributions as set forth in the attached Affidavit of Membership and Contributions, the members shall make additional capital contributions, from time to time, as required by the company's regulations.

ARTICLE VIII - PURPOSE

The company may transact any and lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act.

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ARTICLE IX – REGULATIONS

The power to adopt, alter, amend, or repeal the regulations of the company is vested exclusively in the members of the company.

ARTICLE X – ORGANIZER

The name and address of the organizer executing these Articles of Organization is:

David B. Pittman
3412 Clark Rd.
P.M.B. 152
Sarasota, FL 34231

ARTICLE XI – AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by all the members and shall be as prescribed by the Secretary of State of the State of Florida.

ARTICLE XII – ADDITIONAL PROVISIONS

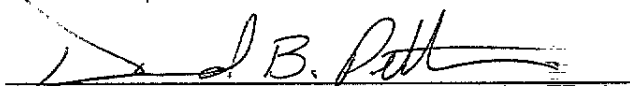
These Articles of Organization specifically incorporate and are supplemented by the company's regulations contained in the Operating Agreement executed by the members. The Operating Agreement further defines the obligations and responsibilities of the members and of the company. The Operating Agreement may be amended upon the approval by a majority of its members.

ARTICLE XIII – AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of Oasis Funding, L.L.C. certifies:

- 1) The above named Limited Liability Company has at least two members.
- 2) The total amount of cash contributed by the member(s) is
- 3) If any, the agreed value of property other than cash contributed by Member(s) is; and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is

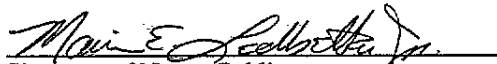
\$ 35,000.00
\$ 0
\$ 2,000,000.00


Signature of a member or authorized representative of a member. (In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated are true.)

David B. Pittman
David B. Pittman

Sworn to and subscribed before me David B. Pittman who is personally known to me on August 23, 1999.

STATE OF South Carolina; COUNTY OF York


Signature of Notary Public
Printed name: Marvin E. Ledbetter Jr.

My commission expires: 12-04-2003

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CLERK OF STATE
TALLAHASSEE, FLORIDA

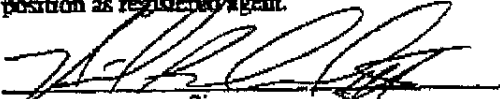
**(CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.**

- 1) The name of the Limited Liability Company is: Oasis Funding, L.L.C.
- 2) The name and the Florida street address of the registered agent are:

Nick Roknich III
Roknich and Gibson
Suite 901
1800 Second Street
Sarasota, FL 34236

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated at the certificate, I hereby accept this 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.


Signature

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA