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(904) 751-6980
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REAL PROPERTY
PROBATE

July 12, 2000
~~June 22, 2000~~

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

400003322054--8
-07/13/00--01048--022
*****70.00 *****70.00

Re: Corporation Filing

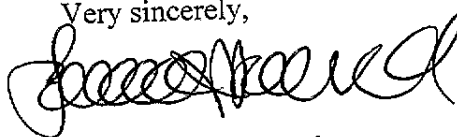
Dear Sirs:

Enclosed please find the original and one (1) duplicate copy of the Articles of Incorporation and Certificate of Registered Agent for the corporation "Great American Funding, Inc." that is forwarded to you for filing. My firm check in the amount of \$70.00 is enclosed for payment of your services.

Please fax the charter number as soon as possible to (904) 751-6983 and return a copy of the Articles stamped with the charter number and date incorporated to me in the envelope provided.

Thank you for your assistance.

Very sincerely,



Lawrence J. Bernard

LJB:jlm

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 13 AM 11:59

FILED

gjc
7/18

ARTICLES OF INCORPORATION
OF
GREAT AMERICAN FUNDING, INC.
a Florida corporation

FILED
00 JUL 13 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby make form a corporation, and for such purpose I hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE ONE

NAME OF CORPORATION AND ADDRESS OF PRINCIPAL OFFICE

The name of this corporation shall be: **GREAT AMERICAN FUNDING, INC., a Florida corporation.** The address of the principal office of the corporation is: 8433 Southside Boulevard, Jacksonville, Florida 32256.

ARTICLE TWO

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE THREE

DURATION

The term for which this corporation shall exist shall be perpetual commencing on the date filed with the Secretary of State.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares at One Dollar (\$1.00) par value common stock.

ARTICLE FIVE

INCORPORATORS

The name and address of the person signing these Articles is:

Willette Taylor
8433 Southside Boulevard
Jacksonville, Florida 32256

ARTICLE SIX

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE SEVEN

RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite his or her name:

<u>NAME</u>	<u>SHARES</u>
Michael Taylor	100 shares

Shares held by the initial shareholders and subsequent shareholders may not be sold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. Further, the remaining shareholders must first issue their written approval of the prospective buyer as a contingency to the sale of such stock being consummated. The price and terms of which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE EIGHT

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her prorata share thereof at the price at which it is offered to others.

ARTICLE NINE

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8433 Southside Boulevard, Jacksonville, Florida 32256 and the name of the initial registered agent of this corporation at this address is Willette Taylor.

ARTICLE TEN

INITIAL BOARD OF DIRECTORS

This corporation shall have (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be more than ten. The

name and address of the initial director(s) of this corporation is:

Michael Taylor
8433 Southside Boulevard
Jacksonville, Florida 32256

ARTICLE ELEVEN

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President	Michael Taylor 8433 Southside Boulevard Jacksonville, Florida 32256
Secretary/Treasurer	Willette Taylor 8433 Southside Boulevard Jacksonville, Florida 32256

ARTICLE TWELVE

SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE THIRTEEN

INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE FOURTEEN

AMENDMENT

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of June, 2000.

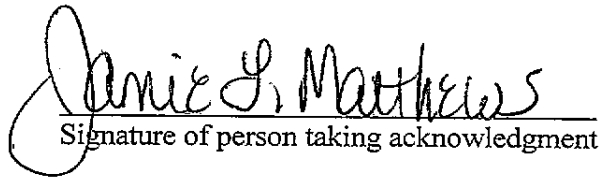


Willette Taylor

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was sworn to and subscribed before me this 22nd day of June, 2000, by Willette Taylor, who is personally known to me or who has produced H. D. L. as identification.



Signature of person taking acknowledgment

Printed name of person taking
acknowledgment




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: First, that GREAT AMERICAN FUNDING, INC., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named Willette Taylor, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping office open.



Willette Taylor

FILED
00 JUL 13 AM 11:59
SECRETARY OF STATE
JACKSONVILLE, FLORIDA