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MCDANIEL & BALL, P.A.

ATTORNEYS AT LAW

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ROBERT S. MCDANIEL, JR.
CHARLES H. BALL

May 7, 2002

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*****78.75 *****78.75

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

SUBJECT: Harbor Funding, Inc.- William English
Our File #: 02-0279

Gentlemen:

Enclosed please find my firm's check number 2722 in the amount of \$78.75 for the filing fee for a new corporation and for a certified copy of the Articles of Incorporation. I have enclosed a self-addressed and stamped envelope for your convenience.

Thank you for your attention to this matter and should you have any questions, please do not hesitate to contact me.

Sincerely yours,

MCDANIEL & BALL, P.A.



Charles H. Ball

CHB:kmd

Enclosures

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY 10 PM 5:31

F. CHESLER MAY 14

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY 10 PM 5:31

ARTICLES OF INCORPORATION

OF

HARBOR FUNDING, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be HARBOR FUNDING, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2477 Stickney Point Road, Suite 221-B, Sarasota, FL 34231.

ARTICLE III NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the subscriber of this corporation at any regular or special meeting.

ARTICLE V EXISTENCE

This corporation shall have perpetual existence until dissolved according to law.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

WILLIAM A. ENGLISH 2477 Stickney Point Road
Suite 221-B
Sarasota, FL 34231

ARTICLE VII INCORPORATOR

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

WILLIAM A. ENGLISH 2477 Stickney Point Road
Suite 221-B
Sarasota, FL 34231

ARTICLE VIII DIRECTOR

There shall be one director of the corporation. The name and address of the director is:

WILLIAM A. ENGLISH 2477 Stickney Point Road
Suite 221-B
Sarasota, FL 34231

ARTICLE IX SUBSCRIBER

The name and Address of each person signing these Articles of Incorporation as a subscriber is as follows:

WILLIAM A. ENGLISH 2477 Stickney Point Road
Suite 221-B
Sarasota, FL 34231

ARTICLE X AMENDMENT

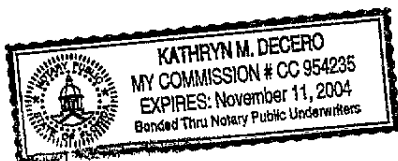
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the subscribers, proposed by them to the stockholders and approved by them at a meeting of stockholders by a majority of the stockholders entitled to vote thereon, unless all the officers and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

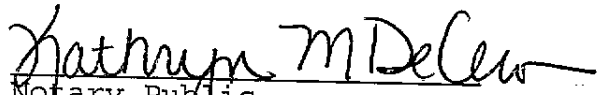

WILLIAM A. ENGLISH

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 7th day of May, 2002, by WILLIAM A. ENGLISH, who is personally known to me or who has produced _____ as identification.




Notary Public
My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the Following is submitted:

FIRST that HARBOR FUNDING, INC., is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2477 Stickney Point Road, Suite 221-B, Sarasota, FL 34231, has named WILLIAM A. ENGLISH, located at 2477 Stickney Point Road, Suite 221-B, Sarasota, FL 34231, as its agent to accept service of process within Florida.

Dated: 5/7/02



WILLIAM A. ENGLISH, Incorporator

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY 10 PM 5:32

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



WILLIAM A. ENGLISH, Registered Agent