

P02000095914

Division of Corporations
P.O.Box 6327
Tallahassee, Fl., 32314

Subject:

RE: THOMAS POUNDS FUNDING, INC.

Dear Sir:

Find enclosed original and one copy of
the ARTICLES OF INCORPORATION and filing
Fee.....\$78.75 Money order.

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-09/05/02--01015--009
*****78.75 *****78.75

Please remit Incorporation documents to:

FRED F. BUZAN
P.O. Box 271691
Tampa, Florida 33688

(813) 417-3780

Thank You...

Fred

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

THOMAS POUNDS FUNDING, INC.

THE UNDERSIGNED, acting as Incorporator of the THOMAS POUNDS FUNDING, INC. under Chapter 607 of the Florida Statutes, hereby adopts the following, Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation shall be:

THOMAS POUNDS FUNDING, INC.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

GENERAL PURPOSES

The purpose of the corporation is to engage in any acts or activities for which a corporation may be organized under Chapter 607 of the Florida Statutes.

ARTICLE IV

SHARES

The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000), consisting of a single class of common stock, One Dollar (\$1.00) per value share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial and principal/registered office of the corporation, which shall also be the principal office of the corporation is and the initial Registered Agent at said address is:

THOMAS A. POUNDS
115 Julie Lane
Brandon, Florida 33511

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ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as initial Director until the first annual meeting of the share holders of the corporation or until such successor Directors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS A. POUNDS	115 Julie Ln., Brandon, Fl., 33511

ARTICLE VII

PREEMPTIVE RIGHTS GRANTED

EACH SHAREHOLDER of this corporation shall be entitled to full preemptive rights for purchase of any unissued or treasury shares of the corporation.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator of the corporation is:


THOMAS A. POUNDS
115 Julie Ln., Brandon, Fl., 33511

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these ARTICLES OF INCORPORATION, or any AMENDMENT HERETO, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned Incorporator this 22th Day of August 2002.

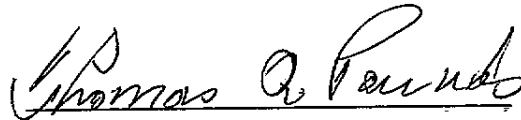

THOMAS A. POUNDS
INCORPORATOR

ACCEPTANCE OF APPOINTMENT BY
INITIAL RESIDENT AGENT

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity.

THE UNDERSIGNED, hereby states that he is familiar with and hereby accepts the obligations set forth in Section 607.325, Florida Statutes, and the UNDERSIGNED will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

Dated, this 22th Day of August 2002

A handwritten signature in cursive script, reading "Thomas A. Pounds", written over a horizontal line.

THOMAS A. POUNDS
REGISTERED AGENT

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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