

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0191 FAX

800-342-8086

CSO networks

MAIL TO:
P.O. BOX 5028
TALLAHASSEE, FL 32311

ACCOUNT NO. : 072100000032

REFERENCE : 522966 10463A

AUTHORIZATION : *Talmon*

COST LIMIT : \$ 122.50

ORDER DATE : January 10, 1995

ORDER TIME : 10:11 AM

ORDER NO. : 522966

CUSTOMER NO: 10463A

CUSTOMER: Michael D. Harris, Esq
COHEN CHERNAY NORRIS MORICI
WEINBERGER & HARRIS
4th Floor
712 U.S. Highway 1
North Palm Bch, FL 33408-7146

DOMESTIC FILING

P95000002334

NAME: WPCX FUNDING CORPORATION

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

FILED
95 JAN 10 PM 12 42
TALLAHASSEE, FL 32311
1-9-95

EFFECTIVE DATE
1-7-85

ARTICLES OF INCORPORATION
OF
WPCX FUNDING CORPORATION

FILED
95 JAN 12 PM 11
1111

Article I - Name

The name of this corporation is WPCX Funding Corporation

Article II - Principal Address

c/o Michael D. Harris
712 U. S. Highway One
Suite 400
North Palm Beach, Florida 33408

Article III - Commencement

This corporation shall commence on the date of execution and acknowledgement of these Articles.

Article IV - Purpose

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

Article V - Capital Stock

This corporation is authorized to issue 1,000 shares of \$0.10, par value, common stock.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 712 U.S Highway One, Suite 400, North Palm Beach, Florida 33408 and the name and address of the initial registered agent is Michael D. Harris, 712 U.S Highway One, Suite 400, North Palm Beach, Florida 33408.

Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors shall be established by the bylaws and may be

either increased or diminished from time to time as provided in the bylaws.

Article VIII - Incorporator

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

Michael D. Harris
712 U.S Highway 1, Suite 400
North Palm Beach, Florida 33408.

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

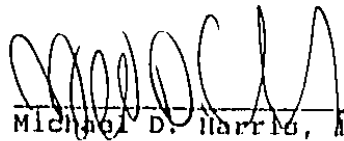
Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

Article XI - Amendment

The 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.

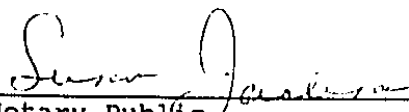
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 9th day of January, 1995.

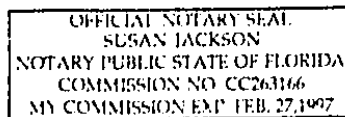

Michael D. Harris, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Michael D. Harris, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that she executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 9th day of January, 1995.


Notary Public
My commission expires:



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

FILED
JAN 12 1995

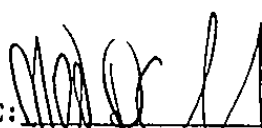
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT WPCX Funding Corporation
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF
WEST PALM BEACH, STATE OF FLORIDA, HAS NAMED Michael D. Harris
(CITY) (STATE) (REGISTERED AGENT)

LOCATED AT 712 U.S Highway One, Suite 400

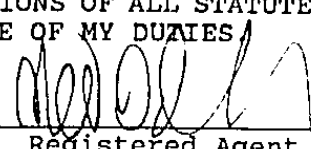
CITY OF North Palm Beach,
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE: 
Michael D. Harris

TITLE: Incorporator

DATE: January 9, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES

SIGNATURE: 
Registered Agent

DATE: January 9, 1995

DAVID M. ADERHACHEN
DAVID A. CHERNEY, PA
FRANK COHEN, PA
DAVID A. CONKO
ANDREW FULTON, IV
DETT JACOB HARRIS
MICHAEL D. HARRIS, PA
DAVID H. HARRIS, PA
PETER HAY
JAMES D. RYAN
THOMAS BAUERBECK
KYLE A. SILVERMAN
ROBERT M. WEINBERGER, PA
* Of Counsel

COMM. COUNCIL, NORMAN, WEINBERGER & HARRIS

712 U.S. HIGHWAY ONE, SUITE 400

P.O. BOX 13140

NORTH PALM BEACH, FLORIDA 33408-7140

TELEPHONE (407) 844-3600

OF COUNCIL
MICHAEL D. HARRIS, PA
DAVID H. HARRIS, PA
DAVID A. CONKO
* Board Certified
Civil Trial Attorney

FACSIMILE
(407) 842-4104

SECURITIES/
CORPORATE DEPT.
FACSIMILE
(407) 846-0100

June 12, 1996

Florida Department of State
Sandra B. Mortham
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: WPCX Funding Corporation

P95-2334

Dear Ms. Mortham:

We are in receipt of the Second Notice of the 1996 Annual Profit Corporation Annual Report for WPCX Funding Corporation (the "Corporation"). Please change the mailing address for this Corporation to the following:

Hartford SMR Funding Corporation
c/o Paul Kaplan, Esq.
6801 Lake Worth Road
Lake Worth, FL 33414

We will forward this second notice to Mr. Kaplan, but would appreciate it if you direct all future correspondence for the Corporation to Mr. Kaplan.

If you have any questions, please do not hesitate to contact us.

Sincerely yours,

Beth J. Harris

Beth J. Harris

BJH:leh

cc: Paul Kaplan, Esq.

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updated WR 7/18/96