

P95000016661

James R. Taylor
1765 Carrollee Lane
Winter Park, FL 32789
PHONE (407) 628-5302

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 FEB 21 PM 9:29

State of Florida
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

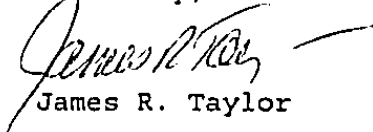
300001417023
-02/28/95--01061--019
****122.50 ****122.50

Gentlemen:

Enclosed you will find a charter for PDT FUNDING, INC. with \$122.50 for filing fees.

Please mail me a certified copy of the charter to the above address.

Sincerely,


James R. Taylor

KAN 3-1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 FEB 27 AM 9:29

ARTICLES OF INCORPORATION
OF
PDT FUNDING, INC.

The undersigned hereby makes and subscribes these Articles of Incorporation intending to form a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I

The name of the corporation will be PDT FUNDING, INC.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by chapter 607, Florida Statutes, as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The capital stock of the corporation will consist of 100 shares of common stock, par value of \$1.00 per share.

ARTICLE IV

The corporation will begin business with capital of not less than One hundred dollars (\$100.00).

ARTICLE V

Corporate existence shall began at the time of subscription and acknowledgment. The corporation is to have perpetual existence unless dissolved by law.

ARTICLE VI

The initial street address in Florida of the principal office of the corporation will be 212 S. Monroe, Tallahassee, Florida 32801.

ARTICLE VII

The number of directors will be not less than one, the number to actually serve from time to time to be determined by the directors elected by the stockholders.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors and Officers who will hold office as provided by law are as follows:

NAME	ADDRESS
Mike Gavalas	212 S. Monroe Tallahassee, FL 32301
Hines Boyd	212 S. Monroe Tallahassee, FL 32301
Charlie Calhoun	212 S. Monroe Tallahassee, FL 32301

ARTICLE IX

The name and street address of the person signing these Articles of Incorporation as subscriber is James R. Taylor, 1765 Carrollee Lane, Winter Park, FL 32789.

ARTICLE X

The following provisions are inserted for the regulation of the business and for the conduct of the affairs of the corporation:

(a) No holder of stock of the Corporation of any class shall have any preferential, preemptive, or other right to subscribe for or to purchase from the Corporation any stock of the Corporation of any class whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities, which the Corporation may at any time use, whether or not the same shall be convertible into stock of the Corporation of any class or shall entitle the owner or holder to purchase stock of the Corporation of any class.

(b) No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer or are director or directors, individually or jointly may be a party or parties to, or may be interested in any contract or transaction of the Corporation, or in which the Corporation is interested, and no contract, act or transaction, in absence of fraud, shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, or firm or corporation, and every person who may become a Director of the Corporation is hereby relieved from any liability which might otherwise exist from his contraction with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and subsidiary or controlled corporation without regard to the fact that he is also a Director of such subsidiary or controlled corporation.

(c) The Corporation may restrict the transfer of its share in any manner consistent with law and holders of shares of stock of this Corporation may include in agreements among themselves, limitations upon the transfer or assignment of the shares of stock of this

Corporation, and this Corporation may become a party to said agreements.

(d) This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the same manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein granted are subject to this reservation.

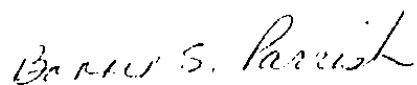
IN WITNESS WHEREOF, the undersigned natural person, competent to contract, has subscribed these Articles of Incorporation, this 20th day of February 1995.


James R. Taylor

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements, personally appeared James R. Taylor to me known to be the person described in and who executed the foregoing Articles of Incorporation of PDT FUNDING, INC., and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal of the County and State named above this 20th day of February 1995.


NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:


NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: AUGUST 25, 1995
BONDED THROUGH NOTARY PUBLIC UNDERWRITERS

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act. That PDT FUNDING, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Tallahassee, County of Leon, State of Florida, has named James R. Taylor located at 1765 Carrollee Lane, Winter Park, FL 32789, as it's agent to accept service or process within this state.

ACKNOWLEDGEMENTS:

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


RESIDENT AGENT