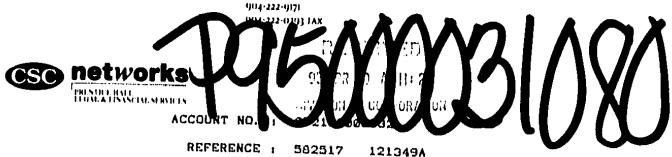
1201 HAYS STREET TALLAHASSER, J.L. 32301

800-342-8086



AUTHORIZATION :

COST LIMIT : 9 70.00

ORDER DATE : April 20, 1995

ORDER TIME : 10:32 AM

ORDER NO. 1 582517

CUSTOMER NO: 121349A

500001461255

CUSTOMER: Louie W. Cheffy, esq

CHE OFY PASSIDOMO & STEINBECK,

P. A.

821 5th Avenue South

Noples, FL 33940

DOMESTIC FILING

NAME: CAPITAL FUNDING & MANAGEMENT CORP.

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

GERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

T. BROWN APR 2 0 1995

ARTICLES OF INCORPORATION

OF

CAPITAL FUNDING & MANAGEMENT CORP.

a Florida corporation

CORP. SEE FLOO

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Ardeles of Incorporation.

ARTICLE !

The name of the corporation is Capital Funding & Management Corp., a Florida corporation ("Corporation").

ARTICLE II

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE.III

The street address of the initial registered office of the Corporation is 821 Fifth Avenue South, Naples, Florida 33940, and the name of its initial Registered Agent at such address is Louis W. Cheffy. The street address of the principal office of the Corporation is located at 1001 North Barfield Drive, Marco Island, Florida 33937.

ARTICLE IV

The Corporation shall have at least one (1) Director. The initial Board of Directors of the Corporation shall be comprised of one (1) Director whose name and address is:

David C. Bennett 1001 N. Barfield Drive Marco Island, Florida 33937.

ARTICLE_V

The name and address of the incorporator is: Louis W. Cheffy 221 Fifth Avenue South Naples, Florida 33940. IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 19th day of April, 1995.

INCORPORATOR:

Louis W. Cheffy

STATE OF FLORIDA

))SS.

COUNTY OF COLLIER

NOTARY PUBLIC

(Type or Print)

My Commission Expires:

OFFICIAL SEAL
KARYN L. TREMBLAY
My Commission Expires

Aug. 27, 1996 Comm. No. CC 22404B

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

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That Capital Funding & Management Corp., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1001 North Barfield Drive, Marco Island, Florida 33937, has ramed Louis W. Cheffy, 821 Fifth Avenue South, Naples, Florida, 33940, as its agent to accept service of process within Florida.

> CAPITAL FUNDING & MANAGEMENT CORP. a Florida corporation

Louis W. Cheffy, Incorporator Dated: April 19, 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.

Dated: April 19, 1995.