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May 8, 1995

Florida Secretary of State
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, FL 32399

RECEIVED
MAY 11 1995
FBI - TAMPA
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Re: Clearwater Financial Investments, Inc.

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Incorporation and Consent of Registered Agent for filing on behalf of the above-referenced corporation. Also enclosed is our check for \$70.00 to cover the filing fee.

Please date stamp the enclosed copy of the Articles and return it to me in the envelope provided.

If you have questions regarding this matter, please feel free to call.

Thank you for your kindness and consideration.

Respectfully,

Sandra L. Rawnsley

Sandra L. Rawnsley
Corporate Paralegal

\slr
Enclosures

FEDERAL EXPRESS
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FILED
MAY 11 1995
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NANCY HENDRICKS MAY 11 1995

ARTICLES OF INCORPORATION
OF
CLEARWATER FINANCIAL INVESTMENTS, INC.

FILED
95 MAY -3 11 0 23
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By these Articles of Incorporation the Incorporator forms a corporation for profit under Florida law.

FIRST: The name of the corporation is **CLEARWATER FINANCIAL INVESTMENTS, INC.**

SECOND: This corporation shall exist perpetually.

THIRD: The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

FOURTH: The maximum number of shares of stock that this corporation is authorized to issue is five hundred (500) shares of common stock with no par value, and additional shares of stock may not be authorized unless approved by the affirmative vote or written consent of the holders of at least two-thirds (2/3) of the outstanding shares of common stock.

FIFTH: The holders of the outstanding shares of stock of the corporation shall not have preemptive rights in, or preemptive rights to purchase or subscribe to, any shares of the corporation, or any bonds, debentures or other securities convertible into any shares of the corporation.

SIXTH: The principal office address and mailing address of the corporation and the street address of the initial registered office of this corporation is 3100 W. Ridge Drive, Holiday, FL 34691. The name of the initial registered agent of this corporation at that address is Dale H. Wilkerson.

SEVENTH: This corporation shall have three (3) directors initially. The number shall be fixed by the by-laws and may be changed from time to time.

EIGHTH: The names and street addresses of the initial directors are:

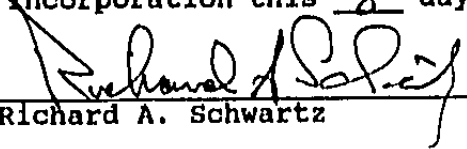
James D. Jennings	4249 Crownwood Avenue Dayton, Ohio 45415
Dale H. Wilkerson	3100 West Ridge Drive Holiday, FL 34691
Timothy Johnston	1770 Parker Drive Piqua, Ohio 45356

The directors shall hold office until the first annual meeting of shareholders.

NINTH: There may be no amendment, repeal or waiver of the application of any provision of these Articles of Incorporation, without the affirmative vote or written consent of the holders of at least two-thirds (2/3) of the outstanding shares of common stock.

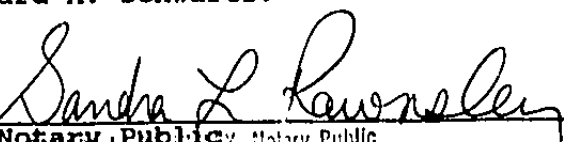
TENTH: The name and street address of the Incorporator is Richard A. Schwartz, 33 West First Street, Suite 600, Dayton, Ohio 45402.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 8 day of May, 1995.


Richard A. Schwartz

STATE OF OHIO, COUNTY OF MONTGOMERY, SS:

8th The foregoing instrument was acknowledged before me on the day of May, 1995, by Richard A. Schwartz.


Sandra L. Rawnsley, Notary Public
In and for the State of Ohio
My commission expires DEC. 23, 1997

CONSENT OF REGISTERED AGENT

Having been named registered agent for this corporation at the registered office designated in the Articles of Incorporation, the undersigned accepts the designation.


Dale H. Wilkerson