

OFFICE OF GENERAL COUNSEL

2611 Seville Boulevard Suite "B"

Clearwater, Florida 34624

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JEFFREY MARK SHERMAN, ESQ.
GENERAL COUNSEL

May 8, 1995

DIVISION OF CORPORATION
P.O. BOX 632
TALLAHASSEE, FL 32311

ENCLOSURE 14041995
05/11/95--01005--014
****122.50 ****122.50

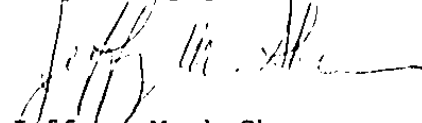
Dear Sir or Madame:

Enclosed herewith please find original articles of incorporation for TURBO FINANCIAL SERVICES INC. together with our check in the sum of \$122.50, a copy of the Articles together with a stamped self addressed envelope.

Please file the Articles on my behalf and forward a copy of the articles stamped as filed together with the appropriate document number.

Thank you.

Very truly yours,



Jeffrey Mark Sherman
General Counsel
Bennett Group

JMS/sjs

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MAY 11 AM 8:37
TALLAHASSEE, FLORIDA

KW

ARTICLES OF INCORPORATION
OF
TURBO FINANCIAL SERVICES INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation;

ARTICLE

NAME: The name of this corporation shall be TURBO FINANCIAL SERVICES INC. and its initial principal office shall be at 2611 Seville Boulevard, Suite "A", Clearwater FL. 34624.

ARTICLE II

DURATION: This corporation shall have a perpetual existence.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which the corporation shall have to issue is 1000 shares of common stock, with a par value of \$1.00 per share. The total number of authorized stock which is initially sold shall be fully paid before the corporation begins transaction of business

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICES: The name of the initial registered agent of the corporation is JEFFREY M. SHERMAN, 2611 Seville Blvd. Suite "B", Clearwater, fl. 34624

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95 MAY 11 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

BOARD OF DIRECTORS: The management and control of the corporation shall be vested in a Board of Directors of not less than one nor more than five members as provided by the By-Laws of the corporation, said Board to be elected by the stockholders of the corporation at the regular meeting of said stock holders.

If state law so provides, then upon the unanimous written agreement of all of the stockholders of the corporation, the above-described Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to shareholders agreement, be vested in the shareholders of the corporation. If the shareholders exercise their right to divest the Board of its power to manage and control, then, and whenever the context requires, the shareholders shall be deemed the directors of the corporation for purposes of applying applicable state law. the name (s) and address(es) of the first Board of Directors are:

WILLIAM O. BENNETT

2611 Seville Blvd.S."B"
Clearwater Fl. 34624

Until the first meeting of stockholders, management and control of this corporation shall be vested in the above BOARD Composed of one director. This director shall hold office until his successors are duly elected and qualified.

ARTICLE VII

OFFICERS: The Board of Directors shall, at its initial meeting, elect a president, Vice- President, SECRETARY and Treasurer, and such other officers as the Board, from time to time, shall designated. Until the first Board of Directors meeting and until officers are selected thereat, the following person(s) shall hold the below-designated offices until their successors are elected and qualified:

President/Secretary/Treasurer - WILLIAM O. BENNETT

ARTICLE VIII

INCORPORATION: The name and address of the incorporator of the corporation is JEFFREY M. SHERMAN,
2611 Seville Blvd. suite "B"
CLEARWATER FL. 34624.

ARTICLE IX

AUTHORITY TO INCREASED CAPITAL STOCK: The capital stock authorized may be increased by 75% voted of the

stockholders at any regular or special meeting called for that purpose by the adoption of an amendment to the articles.

ARTICLES X

SECTION 1244ELECTION: The first Board of Directors is hereby authorized, directed and empowered to qualify the initial issuance of stock pursuant to the terms and conditions set forth in Internal Revenue Code Section 1244 and regulations thereunder.

ARTICLE XI

BY-LAWS: The power to adopt, amend or repeal the BY-Laws should be vested in the Board of Directors.

ARTICLES XII

AMENDMENT: The power to amend these articles shall be held exclusively by the stockholders. An amendment hereto shall require a two- third (2/3) vote of all outstanding stock.

IN WITNESS WHEREOF, the undersigned in corporation has executed these Articles of Incorporation on this 8th Day of May, 1995.

WITNESSES:

Sharon A. Walbrink
Sharon A. Walbrink

Jeffrey M. Sherman
JEFFREY M. SHERMAN

STATE OF FLORIDA
COUNTY OF PINELLAS

Before Me, the undersigned authority, personally appeared JEFFREY M. SHERMAN, As Incorporator, to me well known to be the person described in and who acknowledge before me that he executed the foregoing freely and voluntarily for the purposes expressed.

WITNESS my hand and official seal this 8 Day of May, 1995

Sharon A. Walbrink
Notary Public Personally Known
My Commission Expires



SHARON A. WALBRINK
My Commission CC312354
Expires Oct. 09, 1997
Bonded by AND
800-857-5878

IN WITNESS WHEREOF, THE UNDERSIGNED REGISTERED AGENT hereby accepts such designation on this 8 day of May 1995

WITNESS
Sharon A. Walbrink
Sharon A. Walbrink

Jeffrey M. Sherman
JEFFREY M. SHERMAN

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared JEFFREY M. SHERMAN, as Registered Agent, to me well known to be the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 8th Day of May, 1995

Sharon L. Jackson
Notary Public *Personally Known*
My Commission Expires



SHARON A. WALDRING
My Commission CC 112354
Expires Oct. 09, 1997
Bonded by AND
800-452-5578

FILED
95 MAY 11 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA