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SEP 07 1995

197 Browning Circle  
Winter Haven, Florida 33884  
September 4, 1995

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-09/07/95--01042--010  
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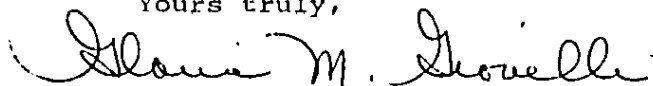
Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation for  
Professional Capital Funding, Incorporated

To Whom It May Concern:

Enclosed is an original and a copy of my ARTICLES OF  
INCORPORATION. The original is notarized as required.  
My check in the amount of seventy-eight dollars and  
seventy-five cents (\$78.75) is enclosed to cover the  
cost of the basic filing and a certificate of incorp-  
oration.

Yours truly,



Gloria M. Giovelli

Enclosures: 10

SEP 12 1995

## **ARTICLES OF INCORPORATION**

5-21-77 11:11

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

### **ARTICLE I NAME**

The name of the corporation shall be:

PROFESSIONAL CAPITAL FUNDING, INCORPORATED

### **ARTICLE II PRINCIPLE OFFICE**

The principal place of business and mailing address of this corporation shall be:

197 BROWNING CIRCLE  
WINTER HAVEN, FLORIDA 33884

### **ARTICLE III CORPORATE PURPOSE**

The general nature of the business to be transacted by this corporation, or the objectives or purposes of the corporation, shall be as follows:

TO CARRY ON ANY BUSINESS DEEMED LAWFUL UNDER THE LAWS OF FLORIDA

### **ARTICLE IV SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 SHARES

### **ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

GLORIA M. GIOVELLI  
197 BROWNING CIRCLE

WINTER HAVEN, FLORIDA 33884

#### **ARTICLE VI INCORPORATORS**

The names and street addresses of the incorporators to these Articles of Incorporation are:

JOSEPH G. GIOVELLI  
197 BROWNING CIRCLE  
WINTER HAVEN, FLORIDA 33884

GLORIA M. GIOVELLI  
197 BROWNING CIRCLE  
WINTER HAVEN, FLORIDA 33884

#### **ARTICLE VII TRANSACTIONS WITH OTHER CORPORATIONS**

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any other corporation, or are directors or officers of any other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

#### **ARTICLE VIII BOARD OF DIRECTORS**

There shall be a Board of Directors for this corporation which shall consist of not less than two (2) and may be increased or diminished from time to time through the bylaws. The names and addresses of the initial directors of this corporation are:

JOSEPH G. GIOVELLI  
197 BROWNING CIRCLE  
WINTER HAVEN, FLORIDA 33884

GLORIA M. GIOVELLI  
197 BROWNING CIRCLE  
WINTER HAVEN, FLORIDA 33884

#### **ARTICLE IX BYLAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X**  
**AMENDMENTS TO THE ARTICLES OF INCORPORATION**

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


IN WITNESS WHEREOF, I, the undersigned incorporator have executed these Articles of Incorporation this 29 day of August, 1995

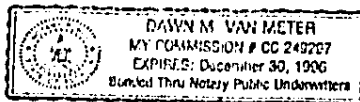
  
GLORIA M. GIOVELLI

STATE OF FLORIDA  
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared GLORIA M. GIOVELLI, ( ) known to me or known by me, (X) or produced as identification Florida Driver License as the person who executed the forgoing Articles of Incorporation, and she acknowledged before me that she executed the same.

SWORN TO and subscribed before me this 29 day of August, 1995.

  
Notary Public



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE-7 1116-51**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: PROFESSIONAL CAPITAL FUNDING, INCORPORATED

2. The name and address of the registered agent and office is:  
GLORIA M. GIOVELLI  
197 BROWNING CIRCLE  
WINTER HAVEN, FLORIDA 33884

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as a registered agent.

Gloria M. Gioielli  
Agent

Date

8-29-95