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A Partnership of Professionals Association
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September 6, 1995

Division of Corporations
Qualifications and Registration Section
DEPARTMENT OF STATE
P.O. Box 5588
Tallahassee, Florida 32314

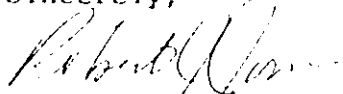
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RE: Registration of a new Florida corporation

Dear Sir or Madam:

Enclosed are the ARTICLES OF INCORPORATION and ACCEPTANCE OF REGISTERED AGENT of the new applicant, CHURCHILL'S TRUST ESTATE LIQUIDATION, INC., and a check in amount of \$70.00. Please issue the charter/certification of good standing and forward same to the undersigned.

Sincerely,



ROBERT J. JONES, P.A.
Attorney at Law and
Registered Agent for Applicant

enc: ARTICLES

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ARTICLES OF INCORPORATION
OF
CHURCHILL'S TRUST ESTATE LIQUIDATION, INC.

The undersigned subscriber, he being a natural person, competent to contract for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF BUSINESS: The name of the proposed corporation shall be CHURCHILL'S TRUST ESTATE LIQUIDATION, INC.

ARTICLE II

NATURE OF BUSINESS: The general nature and purpose of business to be transacted, promoted and carried on by the corporation is to engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to be done or exercised by corporations organized for profit. Specifically, the initial purpose of the business is to purchase and liquidate estates to the extent permitted by Florida Law.

ARTICLE III

INITIAL CAPITAL: The amount of capital with which this corporation shall begin business is One Thousand Dollars (\$1,000.00).

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, said stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have a perpetual term of existence, commencing upon receipt of these Articles by the Secretary of State.

ARTICLE VI

ADDRESS OF BUSINESS: The initial address of the principal office of the proposed corporation in the State of Florida shall be:

1104 North Belcher Rd.
Dunedin, Florida 34698

ARTICLE VII

DIRECTORS: The number of Directors of this corporation shall be no more than five (5) and no less than one (1) Director. The names and addresses of the Directors who shall hold office for the first year of existence of the corporation or until a successor or successors are elected or appointed and who have qualified are:

CARY RIZZIERI
3497 SNOWY EGRET COURT
PALM HARBOR, FL 34683

MICHAEL JOSEPH PETTY
P.O. BOX 3972
CLEARWATER, FL 34630-8972

ARTICLE VIII

SUBSCRIBER: The name and address of the Subscriber of this corporation is:

CARY RIZZIERI
3497 SNOWY EGRET COURT
PALM HARBOR, FL 34683

MICHAEL JOSEPH PETTY
P.O. BOX 3972
CLEARWATER, FL 34630-8972

ARTICLE IX

REGISTERED AGENT AND REGISTERED OFFICE: CHURCHILL'S TRUST ESTATE LIQUIDATION, INC. names and designates ROBERT J. JONES, P.A. the Registered Agent and also establishes 6500 Central Avenue, St. Petersburg, FL 33707 as its Registered Office within the State of Florida, pursuant to Section 607.164 Florida Statutes.

IN WITNESS WHEREOF, the undersigned subscribers, CARY RIZZIERI, and MICHAEL JOSEPH PETTY, to this instrument, entitled ARTICLES OF INCORPORATION OF CHURCHILL'S TRUST ESTATE LIQUIDATION, INC., do place their hands and seals this 17 day of Sept, 1995, at Clearwater, Florida.

In the presence of:

Robin Brandenburg
WITNESS

Robert Goldberg
WITNESS

Barbara Appel
WITNESS

Christine P. [unclear]
WITNESS

[Signature]
CARY RIZZIERI

[Signature]
MICHAEL JOSEPH PETTY

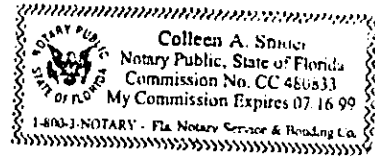
STATE OF FLORIDA

COUNTY OF PINELLAS

Before me personally appeared CARY RIZZIERI, and MICHAEL JOSEPH PETTY, personally known to me to be the persons described in and who executed the foregoing instrument as Subscribers to the foregoing Articles of Incorporation who, after being first duly sworn, acknowledge that they executed same for the purposes set forth and that all information is true and correct to their best knowledge and belief.

WITNESS my hand and seal on this 1ST day of September, 1995, at Clearwater, Florida.

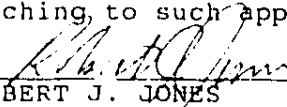
[Signature]
NOTARY PUBLIC, State of Florida
My Commission expires:



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ACCEPTANCE BY REGISTERED AGENT

I, ROBERT J. JONES, P.A. 6500 Central Avenue, St. Petersburg, FL 33707 do hereby accept appointment as Registered Agent of CHURCHILL'S TRUST ESTATE LIQUIDATION, INC., together with the duties and responsibilities attaching to such appointment.



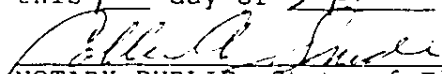
ROBERT J. JONES

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me personally appeared ROBERT J. JONES to me well known and known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and seal this 1st day of September, 1995.



NOTARY PUBLIC, State of Florida
My Commission expires: