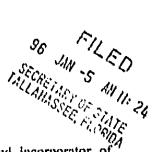


1579E REFERENCE : 794004 AUTHORIZATION : COST LIMIT # #PREPAID ORDER DATE : January 5, 1996 ORDER TIME : 11:34 AM 900001680439 -01/05796--01089--014 ****122.50 ****122.50 ORDER NO. 1 794004 CUSTOMER NO: 1579E CUSTOMER: Ms. Kathleen Monday FOLEY & LARDMER DIVISION OF CERPORATION P. O. Box 3391 Tampa, FL 33601-3391 DOMESTIC FILING **않** 종 MAME: GENOA FINANCIAL GROUP, INC. ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED FARTNERSHIP

ARTICLES OF INCORPORATION OF GENOA FINANCIAL GROUP, INC. A FLORIDA CORPORATION



Pursuant to the Florida Business Corporation Act, the undersigned incorporator of GENOA FINANCIAL GROUP, INC., a Florida corporation (the "Corporation"), hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I NAME AND ADDRESS

The name of the Corporation is **GENOA FINANCIAL GROUP, INC.** The Corporation's principal office and mailing address is 1111 North Westshore Boulevard, Suite 200-B, Tampa, Florida 33607.

ARTICLE II CAPITAL STOCK

The Corporation is authorized to issue 1,000,000 shares of Common Stock having a par value of \$.01 per share.

ARTICLE III REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's registered office is 1111 North Westshore Boulevard, Suite 220-B, Tampa, Florida 33607, and its agent for service of process at such office is Micheal Cole.

ARTICLE IV INCORPORATOR

The name and address of the Corporation's incorporator is Micheal Cole, 1111 North Westshore Boulevard, Suite 200-B, Tampa, Florida 33607.

IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has, in accordance with the Florida Business Corporation Act, executed these Articles of Incorporation as of this 3 day of January, 1996.

Micheal Cole

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this _____ day of January, 1996 by Micheal Cole, who has produced a Florida drivers license as identification and who took an oath.



(print name)

Notary Public

My Commission Expires: 2/22/96

ACKNOWLEDGEMENT OF REGISTERED AGENT

The undersigned, having been designated to accept service of progress for GENOA FINANCIAL GROUP, INC. at the place indicated in the foregoing Articles of Incorporation, does hereby accept the appointment as registered agent and does hereby acknowledge that the undersigned is familiar with and accepts the obligations of such position as set forth in the Florida Business Corporation Act.

Executed this 3rdday of January, 1996.

Registered Agent