

P 9600000 4584

Susan Jack Pinnock
330 Lake Seminary Circle
Maitland, Florida 32751
(407) 767-9658

January 12, 1996

Via "Federal Express"

Mr. John Hall
Hall's Delivery Service
Tallahassee, Florida

400001583734
-01716796--01051--012
****122.50 ****122.50

Re: Articles of Incorporation for DOLPHIN FINANCE, INC.

Dear John:

Pursuant to the captioned matter and to our telephone conversation this same day, enclosed herein please find one original and one duplicate original of the Articles of Incorporation for the above. Please file these documents with the Secretary of State and return one certified copy to the undersigned by regular mail as soon as possible. Please call and let me know that the filing was accomplished.

John, in addition, please send to me at the address on this letter your invoice for services rendered, and I will reimburse you for the filing fee of \$122.50 plus your fee for services rendered.

Thank you for your courtesy and assistance in this matter.

Sincerely yours,



SUSAN J. PINNOCK

/sp

96-16-96

FILED
96 JAN 16 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DOLPHIN FINANCE, INC.

FILED
95 JAN 16 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is DOLPHIN FINANCE, INC, and the principal address of the corporation is 330 Lake Seminary Circle, Maitland, Florida 32751.

ARTICLE II - DURATION

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

ARTICLE III - GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$1.00). The Directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock in this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 330 Lake Seminary Circle, Maitland, Florida 32751, and the name of the initial registered agent of this corporation at that address is SUSAN W. JACK.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

- A. This corporation shall have two (2) directors initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

Susan W. Jack
330 Lake Seminary Circle
Maitland, Florida 32751

Jerri L. Collins
1124 Highland Acres Drive
Apopka, Florida 32703

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator of this corporation is:

Susan W. Jack
330 Lake Seminary Circle
Maitland, Florida 32751

ARTICLE IX - BY-LAWS

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

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida General Corporation Act.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this 12 day of January, 1996.


SUSAN W. JACK, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12 day of January, 1996, by SUSAN W. JACK, who is personally known to me and who did take an oath.

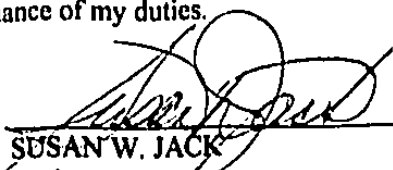


LAURIE S. REECE
MY COMMISSION # CC357251 EXPIRES
March 25, 1998
BONDED THRU TROY FARM INSURANCE, INC.


NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


SUSAN W. JACK
Registered Agent

FILED
96 JAN 16 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA