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ACCOUNT NO. : 00210000000000000000

REFERENCE : 00000000000000000000

AUTHORIZATION :

CREDIT LINE : 1.0000

ORDER DATE : March 5, 1996

ORDER TIME : 10:47 AM

ORDER NO. : 000000

CUSTOMER NO. : 12000000

CUSTOMER: Mr. Robin Powell
TAM OFFICES OF STEPHEN P.
RILEY, P.A.
SUITE 150
3333 Blvd. Henderson Boulevard
Tampa, FL 33609

DOMESTIC FILING

NAME: BUSINESS DEVELOPMENT
CORPORATION OF TAMPA BAY, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: T. BROWN MAR - 6 1996

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3/05/96--D1102--020
****122.50 ****122.50

RECEIVED
96 MAR -5 PM 12:15
TALLAHASSEE, FLORIDA

FILED
96 MAR -5 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BUSINESS DEVELOPMENT CORPORATION OF TAMPA BAY, INC.**

FILED
96 MAR -5 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Business Development Corporation of Tampa Bay, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of business development engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 common no par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a

period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Nicholas A. Drossos, PO Box 503, Dunedin, FL 34697-0503
Robin D. Rood, 4250 14th Way NE, St. Pete, FL 33703

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

3333 Henderson Blvd., Suite 150, Tampa, FL 33609-2938

The name of the individual who shall serve as this

corporation's initial registered agent at that address is:

Laurie E. Ohall, Esquire

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

Laurie E. Ohall, Esquire
3333 Henderson Blvd., Suite 150
Tampa, FL 33609-2938

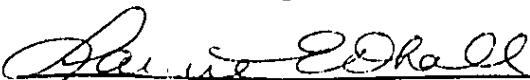
ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Laurie E. Ohall, Esquire - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Business Development Corporation of Tampa Bay, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Business Development Corporation of Tampa Bay, Inc.



Laurie E. Ohall, Esquire - Registered Agent

State Of Florida
County Of Hillsborough

On Mar. 4, 1996, Laurie E. Ohall, Esquire, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Business Development Corporation of Tampa Bay, Inc.



Notary Public



ROBIN G. POWELL
My Commission CC463502
Expires Jun. 22, 1999
Bonded by HAI
800-422-1555