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GREGORY E. TUCCI

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April 16, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

700001783947
-04/17/96--01050--015
*****70.00 *****70.00

Re: Tropical Financial Services, Inc.

Dear Sirs:

Enclosed please find the original and one (1) copy of the proposed charter for the above corporation, together with a Certificate Designating the Resident Agent and our trust account check payable to your order in the amount of \$70.00 to cover the following:

Filing fee for charter:	\$35.00
Certificate of Resident Agent:	35.00
	\$70.00

Thank you in advance for your services in this regard.

Yours truly,

Gregory E. Tucci
Gregory E. Tucci

/pjc
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 17 PM 12:45

gg 4/22/96

EFFECTIVE DATE

4/15/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR 17 PM 12:45

**ARTICLES OF INCORPORATION
OF
TROPICAL FINANCIAL SERVICES, INC.**

ARTICLE I

Name

The name of the corporation is TROPICAL FINANCIAL SERVICES, INC.

ARTICLE II

General Nature of Business

The general nature of the business to be transacted by this Corporation is to engage in truck sales, financing, leasing, and any and all activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Capital Stock

The maximum share of stock authorized is FIVE HUNDRED (500) shares of common stock, having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV

Initial Capital

The amount of capital with which this Corporation shall begin business shall not be less than FIVE HUNDRED AND NO/100 DOLLARS (\$500.00).

ARTICLE V

This Corporation shall begin existence at the date and time of subscription and acknowledgment of the Articles of Incorporation.

ARTICLE VI

Duration

This Corporation shall have perpetual existence.

ARTICLE VII

Address

The initial address of the principal office of this Corporation is 7575 NW 25A, Ocala, FL 34475.

ARTICLE VIII

Management

This Corporation shall have one (1) appointed director, who is the incorporator herein.

Alvin Huetcher

ARTICLE IX

Incorporator

Alvin Huetcher, 7575 NW 25A, Ocala, FL 34475.

ARTICLE X

Subscribers

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares of stock subscribed for by each are as follows:

Alvin Huetcher
7575 NW 25A
Ocala, FL 34475

500 shares

ARTICLE XI

Resident Agent

Gregory E. Tucci, Esquire, 225 NE Eighth Avenue, Ocala, FL 34470 is the Resident Agent of the Corporation upon whom service of process may be made.

IN WITNESS of the foregoing, I have hereunto set my hand and seal and authorized to be filed in the Office of the Secretary of State, the foregoing Articles of Incorporation, on this the 15th day of April, 1996.

By: _____

ALVIN HUETCHER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR 17 PM 12:45

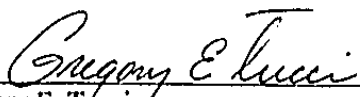
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE with Chapter 48.091, Florida Statutes, the following is submitted:

First - That **TROPICAL FINANCIAL SERVICES, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Ocala, County of Marion, State of Florida, has named **Gregory E. Tucci**, located at 225 N.E. Eighth Avenue, City of Ocala, County of Marion, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Gregory E. Tucci