

KIRKPATRICK & LOCKHART LLP

MIAMI CENTER-20TH FLOOR
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-2399

TELEPHONE (305) 539-3300
FACSIMILE (305) 358-7095

JAN E. BLANCK
(305) 539-3364
BLANCKJE@KL.COM

P96000043667

November 18, 1997

Ms. Karen Beyer
Bureau Chief
Secretary of State of Florida/Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

Re: Regional Capital Management Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 19 PM 1:49

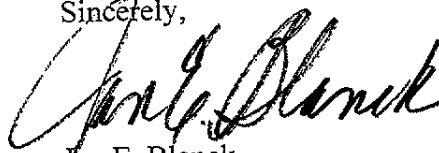
Ladies and Gentlemen:

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-11/25/97--01034--004
*****87.50 *****87.50

Enclosed for filing with your office are Amended and Restated Articles of Incorporation, in duplicate, prepared for Regional Capital Management Corporation. Also enclosed is our check in the amount of \$87.50 in payment of filing fees and a certified copy of the Articles. Please return the Articles to me in the self-addressed Federal Express envelope enclosed.

Thank you for your cooperation with this matter.

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Robert C. White, Jr.

cc: Robert C. White, Jr., Esq.

Amend. & Restated
11-24-97
CC

MI-51432.01

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

REGIONAL CAPITAL MANAGEMENT CORPORATION

Pursuant to Section 607.1007 of the Florida Business Corporation Act, the undersigned officer of **Regional Capital Management Corporation**, under the Florida Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is **Regional Capital Management Corporation**.

ARTICLE II

ADDRESS

The street address of this Corporation shall be 1635 D Royal Palm Drive South, Gulfport, Florida 33707.

ARTICLE III

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of this Corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000,000 shares of Common Stock having a par value of \$.001 per share, and 10,000,000 shares of Preferred Stock having a par value of \$.001 per share. The designations, rights and preferences of the Preferred Stock shall be as designated from time to time by the Board of Directors of the Corporation.

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STATE
SECRETARY OF CORPORATION
DIVISION
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ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131 and the registered agent for the Corporation at that address shall be Robert C. White, Jr.


ARTICLE VII

INDEMNIFICATION

The officers and directors of the Corporation shall be indemnified by the Corporation to the fullest extent allowed under applicable Florida law.

The foregoing Amended and Restated Articles of Incorporation were adopted by means of Unanimous Written Consent of the Sole Shareholder and Director of the Corporation dated November 14, 1997, pursuant to Section 607.1003 of the Florida Business Corporation Act, and therefore, the number of shares cast in favor of approval of the Amended and Restated Articles was sufficient for passage thereof.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 14th day of November, 1997.

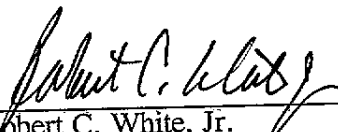


Thomas H. Minkoff,
President

CERTIFICATE OF REGISTERED AGENT
OF
REGIONAL CAPITAL MANAGEMENT CORPORATION

Having been named to accept service of process for Regional Capital Management Corporation at the place designated in the foregoing Articles of Incorporation, Robert C. White, Jr. agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

Date: November 14, 1997


Robert C. White, Jr.