06/17/96 13:55 WILLIAMSON,DIAMOND & CATON,P.A. 001

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TO: DIVISION OF [illegible]ORAT[illegible] FROM: W[illegible], DI[illegible]OND & CATON, P.A.
[illegible]TAR[illegible]NT [illegible]STATE 7[illegible] S[illegible]INOL[illegible] [illegible]VD
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TALLAHAS[illegible]EE [illegible] 39[illegible] CONTACT: [illegible]RD P CATON
FAX (904) 9[illegible]-4000 PHONE: (813) 398-3600
FAX: (813) 393-5450

(((H96000008452))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ALTRUST CORP.
FAX AUDIT NUMBER: H96000008452 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/17/1996 TIME REQUESTED: 13:25:37
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: $122.50 ACCOUNT NUMBER: 074403003061

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96 JUN 17 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/17

RECEIVED
96 JUN 17 PM 2:46
DIVISION OF CORPORATIONS

FILED
96 JAN 17 PM 3:38

ARTICLES OF INCORPORATION

OF

ALTRUST CORP.

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is ALTRUST CORP., and its principal office or mailing address is: 13334 - 75th Avenue North, Seminole, FL 34646.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of $ .10 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 13334 - 75th Avenue North, Seminole, FL 34646, and the name of the initial registered agent is WAYNE J. NEWELL.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have 2 directors. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

NAME	ADDRESS
WAYNE J. NEWELL	13334 - 75TH AVENUE NORTH SEMINOLE, FL 34646
JOHN SHEEHAN	3116 NORTH FEDERAL HIGHWAY SUITE 283 LIGHTHOUSE POINT, FL 33064

Richard P. Caton, Esq.
Williamson, Diamond&Caton
7843 Seminole Blvd.
Seminole, FL 34642
813-398-3600 SPN: 293018 FL Bar No: 347299

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

NAME	ADDRESS
WAYNE J. NEWELL	13334 - 75TH AVENUE NORTH SEMINOLE, FL 34646

ARTICLE 8: CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 9: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 10: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 11: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 12: AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day of June, 1996.

Wayne J. Newell
WAYNE J. NEWELL
"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 17th day of June, 1996.

Wayne J. Newell
WAYNE J. NEWELL, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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{{{H96000011087}}} ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: WILLIAMSON, DIAMOND & CATON, P.A.
7043 SEMINOLE BLVD
SEMINOLE FL 34642-0000
CONTACT: RICHARD P CATON
PHONE: (813) 398-3600
FAX: (813) 393-5450

{{{H96000011087}}} DOCUMENT TYPE: DISSOLUTION

NAME: ALTRUST CORP.

FAX AUDIT NUMBER: H96000011087
DATE REQUESTED: 08/09/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 4
ESTIMATED CHARGE: $87.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 11:36:45
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 074403003061

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96 AUG -9 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

OF

ALTRUST CORP.

FILED
96 AUG -9 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALTRUST CORP., in accordance with the Florida General Corporation Act, hereby adopts the following Articles of Dissolution:

ARTICLE 1: NAME

The name of the Corporation is ALTRUST CORP.

ARTICLE 2: OFFICERS

The names and respective addresses of the Corporation's Officers are:

President:	JOHN SHEEHAN 3116 North Federal Hwy. Suite 283 Lighthouse Point, FL 33064
Secretary:	WAYNE J. NEWELL 13334 75th Avenue North Seminole, FL 33776
Treasurer:	WAYNE J. NEWELL 13334 75th Avenue North Seminole, FL 33776

ARTICLE 3: DIRECTORS

The names and respective addresses of the Corporation's Directors are:

JOHN SHEEHAN
3116 North Federal Hwy.
Suite 283
Lighthouse Point, FL 33064

WAYNE J. NEWELL
13334 75th Avenue North
Seminole, FL 33776

RICHARD P. CATON, ESQ.
Williamson, Diamond & Caton, PA
7843 Seminole Blvd., Seminole, FL33772
813-398-3600
SPN: 293010 FL Bar No: 347299

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ARTICLE 4: LIABILITIES

All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provisions have been made therefore.

ARTICLE 5: PROPERTY

All remaining property and assets of the Corporation have been distributed among its Shareholders in accordance with their respective rights and interests.

ARTICLE 6: LITIGATION

There are no actions pending against the Corporation in any court.

ARTICLE 7: DISSOLUTION

The corporation elected to dissolve by written consent signed by all Shareholders. A copy of the written consent follows these Articles of Dissolution.

IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Dissolution this 8 day of August, 1996.

ALTRUST CORP.

BY: JOHN SHEEHAN, as President

Attest:

Wayne J. Newell

WAYNE J. NEWELL, as Secretary

STATE OF ~~FLORIDA~~ New York

COUNTY OF Cattaraugus

The foregoing instrument was acknowledged before me this 8 day of August, 1996, by JOHN SHERMAN, as President, on behalf of the ALTRUST CORP. who is personally known to me, or who has produced Florida State Drivers License as identification, and who did take an oath.

[illegible]
Signature of Notary Public

[illegible]
Printed Name of Notary Public
My Commission Expires:

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 7th day of August, 1996, by WAYNE J. NEWELL, as Secretary, on behalf of the ALTRUST CORP. who is personally known to me, or who has produced Florida state Drivers License as identification, and who did take an oath.

[illegible]
Signature of Notary Public

Richard P. Caton
Printed Name of Notary Public
My Commission Expires:

Richard P. Caton
MY COMMISSION # [illegible] EXPIRES
August [illegible], [illegible]
[illegible]

H96000011087

UNANIMOUS CONSENT IN LIEU OF SPECIAL MEETING OF SHAREHOLDERS AND DIRECTORS OF ALTRUST CORP.

This Consent shall be in lieu of a special meeting of the Shareholders and Directors of ALTRUST CORP., a Florida corporation (the "Corporation").

The undersigned, being all of the Shareholders of the Corporation, acting without meeting pursuant to the Florida General Corporation Act and the Bylaws of the Corporation, do hereby consent to the dissolution of the Corporation and approve and adopt the foregoing Articles of Dissolution.

Dated the 7th day of August, 1996.

ALTRUST CORP., a Florida corporation

BY: [signature]
JOHN SHEEHAN,

BY: Wayne J Newell
WAYNE J. NEWELL