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TO: DIVISION OF CORPORATIONS FROM: LOWNDES, DROSDICK, DOSTER,
KANTOR &

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

215 N EOLA DR

ORLANDO FL 32801- 0018-0000

CONTACT: PATTIE M CALLAHAN

PHONE: (407) 843-4600

FAX: (407) 423-4493

(((H96000009296)))
P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR

NAME: TRANSLAND ACQUISITION CORPORATION

FAX AUDIT NUMBER: H96000009296

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/03/1996

TIME REQUESTED: 13:51:17

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

96 JUL -3 PM 2:42

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ARTICLES OF INCORPORATION

2E

TRANSLAND ACQUISITION CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JAN -3 PM 5:17

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ARTICLE I - NAME

The name of this corporation is TRANSLAND ACQUISITION CORPORATION.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 1059 Maitland Center Commons, Suite 100, Maitland, Florida 32751.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one million (1,000,000) shares of ONE CENT (\$.01) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights with respect to its capital stock in accordance with Section 607.0630 of the Florida Business Corporation Act.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Bradford D. West.

This document was prepared by:

Bradford D. West, Esq.

Florida Bar Number: 769525

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.

P. O. Box 2809

Orlando, Florida 32802-2809

(407) 843-4600

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

Roger W. Conner, III

1089 Maitland Center Commons
Suite 100
Maitland, Florida 32751

William L. Armstrong

1625 Broadway, Suite 780
Denver, Colorado 80202

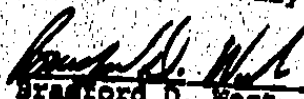
ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles are as follows:

Bradford D. West

215 North Eola Drive
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of July, 1996.


Bradford D. West, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of TRANSLAND ACQUISITION CORPORATION.


Bradford D. West

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of TRANSLAND ACQUISITION CORPORATION.


Bradford D. West

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**LOWNDES
DROSDICK
DOSTER
KANTOR &
REED, P.A.**

Attorneys at Law

James Ballotta Matt P. Beal William A. Beckett William M. Black, Jr. Matthew D. Brenner Dale A. Burkett Charles C. Carington W. Michael Clifford W. Terry Costello Janet M. Courtney William R. Doster William T. Dymond, Jr. Richard J. Fisher	Julia L. Frey Joseph Frey, Jr. Barry L. Goff Aaron J. Greenberg Linda C. Harbison James P. Hechler, Jr. Robert P. Higgins Loran A. Johnson Clay M. Kalka Hal B. Kantor James G. Kottelmann Joseph G. Kees Joseph A. Lane Barry W. Lawrence	John A. Leland Daniel J. Manno Daniel P. McIntosh D. Gregory McNeill David E. Peterson T. Todd Paterson Nicholas A. Poy Shawn G. Rader Murray Kalish John A. Reed, Jr. Michael Ryan Margaret H. Scheelbe Clement J. Simson Clay M. Soles James M. Spunthorst	Julian P. Whitehurst David G. Willard Jon C. Varghe Terry C. Young Nathl W. Bookholder Casey M. Cavanaugh Gilbert R. Darden, Jr. Darrell D. Garvey Michael R. Gibson James J. Hoxton Peter L. Lague Amy S. Lowndes Keith Manil	Patrick M. Miller Mark D. Miller T. Austin Monahan Wendy L. Spiller Christopher P. Tasker James B. Tocco John T. Wettsch, Jr. Karen A. Williams OF Counsel Michael V. Flisbey Teresa B. Pinar
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September 4, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/09/96---01062--001
*****35.00 *****35.00

Re: Transland Acquisition Corporation
Document Number: P96000056526

Dear Madam or Sir:

Enclosed herewith for filing with the Department of State is a Statement of Change of Registered Office or Registered Agent or Both for Corporations for the above-referenced corporation along with a check from this law firm in the amount of \$35.00 for the filing fee. Please send and acknowledgement letter as soon as possible to the undersigned at the below address once the document filed.

Let me know if you have any questions concerning the above.

Very truly yours,

Pattie M. Callahan

Pattie M. Callahan
Legal Assistant to
Loran A. Johnson

Enclosures
914031/49204

285418/CALLAHPM

FILED
96 SEP -9 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of section 807.0502 or 807.1508, Florida Statutes, the under-
signed corporation organized under the laws of the State of Florida, submits
the following statement in order to change its registered office or registered agent, or
both, in the State of Florida.

1. The name of the corporation is: TRANSLAND ACQUISITION CORPORATION

1a. Date of Incorporation July 3, 1996 Document number P96000056526

2. The name and address of the current registered agent and office:

BRADFORD D. WEST, 215 N. EOLA DRIVE

ORLANDO, FL 32801

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

ROGER W. CONNER, III, 1059 MAITLAND CENTER COMMONS, STE. 100

MAITLAND, FL 32751

The street address of its registered agent and the street address of the business office
of its registered agent as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

SIGNATURE

Roger W. Conner, III
(name and title)

ROGER W. CONNER, III, PRESIDENT

DATE

August 15, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COM-
plete PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Roger W. Conner, III
(Registered Agent)

ROGER W. CONNER, III, PRESIDENT

DATE

August 15, 1996

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

12/12/98 THU 12:24 FAX

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12/12/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:29 PM

((H96000017458 8)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: LOWMEYER, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: PATTIE M CALLAHAN

PHONE: (407)843-4600

FAX #: (407)423-4495

NAME: TRANSLAND ACQUISITION CORPORATION

AUDIT NUMBER.....H96000017458

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

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DIVISION OF CORPORATIONS

(H9600017458)

TRANSLAND ACQUISITION CORPORATION

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

**CHANGING THE CORPORATE NAME
TO
TRANSLAND FINANCIAL SERVICES, INC.**

FILED
95 DEC 12 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I and Article II of the Articles of Incorporation of Transland Acquisition Corporation are hereby amended to read as follows:

Article I.

The name of the corporation shall be **TRANSLAND FINANCIAL SERVICES, INC.**

Article II.

The street address of the principal office and the mailing address of the corporation shall be 2700 Westhall Lane, Suite 210, Maitland, Florida 32751-0724.

CERTIFICATE OF APPROVAL

I HEREBY CERTIFY that the foregoing Articles of Amendment to the Articles of Incorporation of Transland Acquisition Corporation, were approved by all of its shareholders by unanimous written consent dated as of November 25, 1996, and that such consent was sufficient for approval.

Dated this 26th day of November, 1996.

This document was prepared by:

Bradford D. West, Esq.

Florida Bar Number: 769525
Lowndes, Drosick, Jorler, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600


Roger W. Corner, III
Chief Executive Officer and President

12/12/99 THU 10:24 FAX

004

FLORIDA DEPARTMENT OF STATE

**Division of Corporations
Tallahassee, Florida**

September 5, 1999

CNO NETWORKS

The name **TRANSLAND FINANCIAL SERVICES, INC.** has been reserved for 120 days beginning September 5, 1999. The reservation number is 788A00041832 and this reservation is NON-RENEWABLE.

A reservation is not a grant of authority to use the name. It is only a warning of a name that is available for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if all no conflict exists and all other requirements are met, the reserved name shall be used as the entity name.

The Division of Corporations is a clerical filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review state laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051; Louisiana Act Chapter 481; Florida Statute, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 885.05, Florida Statute (Business Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 463-6000, the Name Availability Section.

Judy Euro

Letter number: 788A00041832