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ADMITTED TO THE BAR, OF COLUMBIA BAR
ADMITTED TO THE ILLINOIS BAR

July 22, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-07/25/96--01094--016
****122.50 ****122.50

Re: METRO EQUITY FUNDING, INC.

Dear Sir:

Enclosed is the original and a duplicate copy of the Articles of Incorporation of this proposed corporation. A telephone check with your office indicated that the corporate name METRO EQUITY FUNDING, INC. is not in use at this time.

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify same and return to us.

A check is also enclosed in the amount of \$122.50 to cover the \$35.00 filing fee, \$52.50 fee for a certified copy of the Certificate of Incorporation and \$35.00 for designation of registered agent.

If you have any questions regarding this, please do not hesitate to contact our office.

Very truly yours,

JOHN D. ROBINSON

JDR:pmg

Enclosures

939-25

7/26/96
FILED
JUL 25 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

METRO EQUITY FUNDING, INC.

I, the undersigned subscriber to these Articles of Incorporation, being a person of legal age, do hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is METRO EQUITY FUNDING, INC.

ARTICLE II

The duration of this corporation shall be perpetual. The date and time of the commencement of the corporate existence shall begin August 5, 1996.

ARTICLE III

The purpose of this corporation shall be any and all lawful business purposes as set forth by Florida Statutes.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue shall be 100 shares of common stock. Each share shall have the par value of \$1.00 per share and shall consist of one class only.

ARTICLE V

The street and mailing address of the initial principal office of this corporation is 4555 Dardanelle Drive, Orlando, Florida 32808.

EFFECTIVE DATE
8/5/96

FILED
JUL 25 1996
CLERK OF CIRCUIT COURT
JUL 25 1996

ARTICLE VI

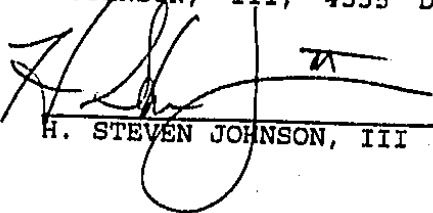
The initial registered agent of this corporation shall be JOHN D. ROBINSON, ESQUIRE, 200 East Robinson Street, Suite 1020, Orlando, Florida 32801.

ARTICLE VII

The number of directors constituting the initial board of directors of this corporation shall be one (1). The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders. The name and street address of the director of this corporation who shall hold office for the first year or until his successor is chosen, shall be: H. STEVEN JOHNSON, III, 4555 Dardanelle Drive, Orlando, Florida 32808.

ARTICLE VIII

The name and address of the incorporator to these Articles of Incorporation is: H. STEVEN JOHNSON, III, 4555 Dardanelle Drive, Orlando, Florida 32808.


H. STEVEN JOHNSON, III

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, on this day personally appeared H. STEVEN JOHNSON, III, who is personally known to me or who has produced FLA. DRIVERS LICENSE as identification to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 22 day of JULY, 1996.


NOTARY PUBLIC, STATE OF FLORIDA

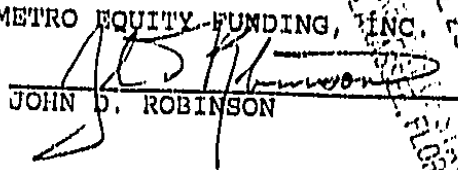
My Commission Expires:

8/13/96



ACCEPTANCE OF REGISTERED AGENT

I, JOHN D. ROBINSON, do hereby accept the office of Registered Agent of the corporation known as METRO EQUITY FUNDING, INC.

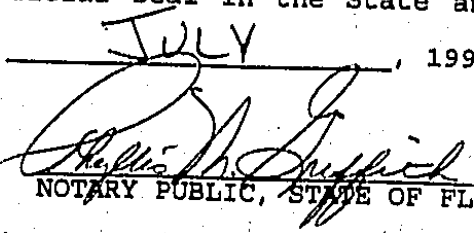

JOHN D. ROBINSON

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned officer, duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared JOHN D. ROBINSON known to me to be the person described as the Registered Agent of the corporation known as METRO EQUITY FUNDING, INC. and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 22 day of JULY, 1996.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: 8/13/96

