

LAW OFFICES
S. CRAIG WAKEFIELD

PROFESSIONAL ASSOCIATION
1400 West Oak Street, Suite A
Kissimmee, Florida 34741

S. CRAIG WAKEFIELD *

* Also Admitted Nebraska & Iowa

(407) 846-7113

MAILING ADDRESS
Post Office Box 421408
Kissimmee, Florida 34742-1408

TELEPHONE NUMBER
(407) 846-7113

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

0000019454340
09/24/96--01045-011
*****122.50 *****122.50

RE: Real Trust Financial Corp.

Dear Sir/Madam:

Enclosed herewith is the original and copy of the Articles of Incorporation for the above-referenced corporation. Please file the original, indicate the filing date on the copy and return the copy to our office.

Additionally, I am enclosing our firm check in the amount of \$122.50, which represents the fees and charges for filing the Articles of Incorporation.

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Very truly yours,

Renee McCall
Renee McCall
Secretary to
S. Craig Wakefield

rm
Enclosures

cc: Cas Camara, President (w/out enclosures)
Real Trust Financial Corp.
3501 West Vine Street, Suite 329
Kissimmee, Florida 34741

96 SEP 23 PM 1:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

19/55

ARTICLES OF INCORPORATION
OF
REAL TRUST FINANCIAL CORP., A FLORIDA CORPORATION

95 SEP 23 PM 1969
ANCIAL

ARTICLE I. NAME

The name of this corporation shall be REAL TRUST FINANCIAL
CORP., a Florida corporation located at 3501 West Vine Street,
Suite 329, Kissimmee, Florida 34741.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of the development, investment, marketing, construction, sales and rental of real estate and engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 7,500 par value shares of common capital stock.

ARTICLES OF INCORPORATION OF REAL TRUST FINANCIAL CORP.,
a Florida corporation

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this

provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

CAS CAMARA, 3501 West Vine Street, Suite 329,
Kissimmee, Florida 34741.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office at 3501 West Vine Street, Suite 329, Kissimmee, Florida 34741 and the address of this corporation's initial registered office shall be: 1400 West Oak Street, Suite A, Post Office Box 421408, Kissimmee, Florida 34742-1408.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: S. CRAIG WAKEFIELD.

ARTICLE X. OFFICERS

The officers shall consist of a president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board Of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board Of Directors' meeting.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>
President	CAS CAMARA, 3501 West Vine Street, Suite 329, Kissimmee, Florida 34741

Secretary	MONICA HOLANDA, 3501 West Vine Street, Suite 329, Kissimmee, Florida 34741
Treasurer	CAS CAMARA, 3501 West Vine Street, Suite 329, Kissimmee, Florida 34741

ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: CAS CAMARA, 3501 West Vine Street, Suite 329, Kissimmee, Florida 34741.

ARTICLE XII. AMENDMENT 2

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Joe Lamm
CAS CAMARA - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of REAL TRUST FINANCIAL CORP., a Florida corporation. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for REAL TRUST FINANCIAL CORP., a Florida corporation.

S. CRAIG WAKEFIELD

S. CRAIG WAKEFIELD - Registered Agent

STATE OF FLORIDA

COUNTY OF OSCEOLA

On September 18, 1996, **S. CRAIG WAKEFIELD, ESQUIRE**,
designated above as the individual who shall serve as the
corporation's initial registered agent and incorporator, who is
personally known to me, or produced a Florida driver's license as
identification, personally appeared before me at the time of
notarization, and, after being given the oath, acknowledged signing
these Articles of Incorporation of **REAL TRUST FINANCIAL CORP.**, a
Florida corporation.

Debra Renee McCall
Notary Public



Debra Renee McCall
MY COMMISSION # 02820184 EXPIRES
April 24, 2000
BONDED THRU TROY BAN INSURANCE, INC.

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

Articles of Incorporation Of **REAL TRUST FINANCIAL CORP.,
a Florida corporation**

P96000079408

LAW OFFICES

S. CRAIG WAKEFIELD
PROFESSIONAL ASSOCIATION
1400 West Oak Street, Suite A
Kissimmee, Florida 34741

S. CRAIG WAKEFIELD*

*Also Admitted Nebraska & Iowa

(407) 846-7113

MAILING ADDRESS

Post Office Box 421408
Kissimmee, Florida 34742-1408

TELECOPIER NUMBER

(407) 846-3585

March 19, 1997

Florida, Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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-03/26/97-01066-004
*****35.00 *****35.00

RE: REAL TRUST FINANCIAL CORP.
(Our File No.: 790756.00)

Dear Sir/Madam:

Enclosed herewith is an original and a copy of Articles of Amendment to the Articles of Incorporation for the above-referenced corporation. Please file the original, indicate the filing date on the copy and return the copy to our office.

Additionally, I am enclosing our firm check in the amount of \$35.00, which represents the fees and charges for filing the amendment.

Very truly yours,

Rene McCall

Rene McCall
Secretary to
S. Craig Wakefield

rm
Enclosures

SH 3/27

97 MAR 26 PM 4:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 MAR 26 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
REAL TRUST FINANCIAL CORP., A FLORIDA CORPORATION

The undersigned, as the officer the corporation authorized to execute this document, hereby certifies as follows:

At a special joint meeting of the Board Of Directors and the shareholders of this corporation, called and held according to the applicable provisions of the laws of Florida and this corporation's bylaws, on March 14, 1997, at which meeting all of the members of the Board Of Directors and all of the stockholders of record holding a majority of the issued and outstanding stock in this corporation were present, and the following resolution was unanimously adopted:

It is hereby resolved, by the Board Of Directors and the shareholders of REAL TRUST FINANCIAL CORP., a Florida corporation, that the said Board Of Directors and shareholders deem it advisable, and hereby declare it to be advisable that the Articles Of Incorporation of REAL TRUST FINANCIAL CORP., a Florida corporation be amended to change ARTICLE IV Capital Stock to read as follows:

This corporation shall have the authority to issue 7,500 \$1.00 par value shares of common capital stock.

In witness whereof, these Articles Of Amendment are being executed and filed, by the president and the secretary of REAL TRUST FINANCIAL CORP., a Florida corporation, on behalf of REAL TRUST FINANCIAL CORP., a Florida corporation.

Cas Camara
President - REAL TRUST FINANCIAL CORP.,
a Florida corporation

Cas Camara
(President - Printed Or Typed Name)

Monica Holardaw
Secretary - REAL TRUST FINANCIAL CORP., a Florida corporation

Monica Holardaw
(Secretary - Printed Or Typed Name)

State Of Florida

County Of Osceola

On MARCH 11, 1997, the above named president and secretary of REAL TRUST FINANCIAL CORP., a Florida corporation, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing

Articles Of Amendment To The
Articles Of Incorporation Of
COAAAI2 REAL TRUST FINANCIAL CORP., a Florida corporation

these Articles Of Amendment To The Articles Of Incorporation Of
REAL TRUST FINANCIAL CORP., a Florida corporation.


Notary Public

S. Craig Wakefield
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:



(SEAL)

Articles Of Amendment To The
Articles Of Incorporation Of
COAAA12 REAL TRUST FINANCIAL CORP., a Florida corporation