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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I Name

The name of the corporation shall be: InnerCity Finance Company, Inc.

Article II Principal Office

The business mailing address of this corporation shall be: 1909 Seagull Drive

Clearwater, FL. 34624

Article III Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Million Shares or 1,000,000 Par value to set at \$1.00 per share

Article IV Initial Registered Agent and Address

The name and address of the initial registered agent is:

Clifford Allan Gephart 524 3rd Street N #100 Saint Petersburg, FL 33701

Article V

The names and street addresses of the incorporators to these Articles of Incorporation are:

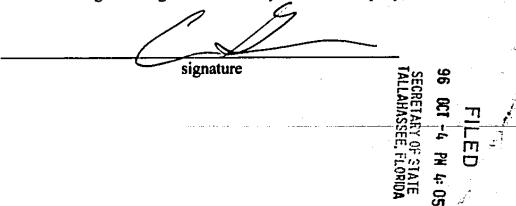
Clifford Allan Gephart 524 3rd Street N #100 Saint Petersburg, FL 33701 Andrew Ronald Ross 1909 Seagull Drive Clearwater, FL 34624

ARTICLE VI Director LIABILITY

No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

The un this	ndersigned incorporator has executed these Articles of Incorporation / / / /
•	signature
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I, Clifford A. Gephart, hereby am familiar with and accept the duties and responsibilities as registered agent for InnerCity Finance Company, Inc.



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Andrew R. Ross			
Requestor's Name			
<u> </u>	Drive		
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City State Zip	Phone		
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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF INNERCITY FINANCE COMPANY, INC.



These Articles of Incorporation are being amended to add officers and directors as follows:

> Andrew R. Ross President

1909 Seagull Drive Clearwater, FL 34624 Clifford A. Gephardt

President

524 3rd Street North

St. Petersburg, FL 33701

Shareholders approve amendment on February 5, 1997.

Andrew R. Ross

President

InnerCity Finance Company, Inc.