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SOUTH FINANCIAL CORPORATION
1724 NE 2nd STREET
GAINESVILLE, FL 32609
(352) 377-5626

October 10, 1996

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

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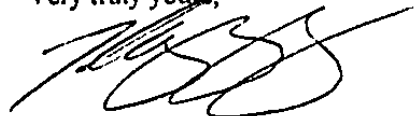
Gentlemen:

Enclosed are the Articles of Incorporation for **SOUTH FUNDING CORPORATION**,
together with a check in the amount of \$122.50 to cover the following filing fees:

Corporation filing fee	\$35.00
Registered Agent Certificate	35.00
Certification	<u>52.50</u>
TOTAL	\$122.50

Thank you for your prompt attention to this filing.

Very truly yours,


Thomas F. Murphy

615-611-
W96-21855

FILED
STATE
DEPARTMENT OF
CORPORATIONS
95 OCT 21 PM 3:13

gf 10/21/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
96 OCT 21 PM 3:13

October 15, 1996

SOUTH FINANCIAL CORPORATION
ATTN: THOMAS F. MURPHY
1724 NE 2ND STREET
GAINESVILLE, FL 32609

SUBJECT: SOUTH FUNDING CORPORATION
Ref. Number: W96000021855

We have received your document for SOUTH FUNDING CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 496A00047205

ARTICLES OF INCORPORATION
OF
SOUTH FUNDING CORPORATION

FILED
SECRETARY OF STATE
CORPORATIONS
96 OCT 21 PM 3:13

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SOUTH FUNDING CORPORATION

The principal place of business of this corporation shall be 1724 NE 2nd Street,
Gainesville, FL 32609.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1724 NE 2nd Street, Gainesville, FL 32609 and the name of the initial registered agent of the corporation at that address is Michael Massey.

ARTICLE V. BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have two Directors initially. The number of Directors may be increased or decrease from time to time, by the By Laws.

The names and addresses of the persons who are to serve as Directors until their successor or successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Michael Massey	1724 NE 2nd Street Gainesville, Florida 32609
Thomas Murphy	1820 NE 2nd Street Gainesville, Florida 32609

ARTICLE VI. BY-LAWS

The power to adopt, alter, amend or repeal By Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VII. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VIII. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the kind,
class or service as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and that the corporation will file as an 'C' Corporation.

ARTICLE X. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are;

NAME

ADDRESS

Michael Massey
President/Treasurer

1724 NE 2nd Street
Gainesville, FL 32609

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator to these Article of Incorporation is:

Michael Massey
1724 NE 2nd Street
Gainesville, FL 32609

ARTICLE XII. AMENDMENTS

day of Oct., 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 OCT 21 PM 3:13

Karen D Fox

Notary Public Karen D Fox
State of Florida at Large

My commission expires:



I, Michael Massey, certify that I am familiar with and accept the duties and responsibilities as registered agent for this corporation.

Michael Massey
MICHAEL MASSEY/INCORPORATOR