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December 6, 1996

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Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

RE: Madison Financial Corp. of Chicago

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for Madison Financial Corp. of Chicago. Please forward the certified copy of the Articles of Incorporation to the undersigned at the above address. A check in the amount of \$122.50 is enclosed for filing fees, registered agent designation, and certified copy.

Thank you for your cooperation and assistance in this matter.

Very truly yours,



Ron Eubanks
Enclosures

Bmc
12/11/96

FILED
96 DEC -9 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED

OF

96 DEC -9 AM 10:54

MADISON FINANCIAL CORP. OF CHICAGO SEC. STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE - NAME

The name of this corporation is Madison Financial Corp. of Chicago
(hereinafter referred to as the "Corporation").

ARTICLE TWO - DURATION

The Corporation shall exist perpetually, commencing upon the filing of the
Articles of Incorporation with the Department of State.

ARTICLE THREE - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful
business not inconsistent with the laws of the State of Florida.

ARTICLE FOUR - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of One Dollar (\$1.00)
par value common stock.

ARTICLE FIVE - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the
Corporation of the same kind, class, or series as that which he or she already
holds, shall have the right to purchase his or her pro rata share thereof (as nearly
as may be done without issuance of fractional shares) at the price at which it
is offered to others.

ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 434

Tanglewood Dr., Fort Walton Beach, FL 32547, and the initial registered agent of the Corporation at that address is Paul M. Fanella.

ARTICLE SEVEN - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 434 Tanglewood Dr., Fort Walton Beach, FL 32547.

ARTICLE EIGHT - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of the Corporation is Paul M. Fanella, 434 Tanglewood Dr., Fort Walton Beach, FL 32547.

ARTICLE NINE - INCORPORATOR

The name and address of the person signing these articles is as follows:
Paul M. Fanella, 434 Tanglewood Dr., Fort Walton Beach, FL 32547.

ARTICLE TEN - BYLAWS

The power to adopt, alter, amend, or repeal the by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE ELEVEN - SECTION 1244 STOCK

It is the intent of this charter that the Directors may sell the capital stock of the Corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

ARTICLE TWELVE - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE THIRTEEN - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

The undersigned has executed these Articles of Incorporation on this

6th day of December, 1996.


PAUL M. FANELLA

**CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

Madison Financial Corp. of Chicago (the "Corporation"), desiring to organize under the laws of the State of Florida, with its registered office, as indicated in its Articles of Incorporation, at 434 Tanglewood Dr., Fort Walton Beach, FL 32547, has named Paul M. Fanella, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open of said office.

Dated: 12/06/96


PAUL M. FANELLA

FILED
96 DEC -9 AM 10:54
TALLAHASSEE, FLORIDA
SECRETARY OF STATE