

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

EFFECTIVE DATE
12-18-96

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

P. 04123358A DEC 20 1996

4

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	12/20/96		
TIME	10:00		CK No.
BY	CD		

WALK-IN
Will Pick Up _____

RE: Wentworth Investors, Inc

Capital Express™
✓ Art. of Inc. File
Corp. Record Search
Ltd. Partnership File
Foreign Corp. File
✓ () Cert. Copy(s)

Art. of Amend. File
Dissolution/Withdrawal
C U S -
Fictitious Name File

Name Reservation -12/20/96-01029-014
Annual Report/Reinstatement ***122.50 ***122.50
Reg. Agent Service
Document Filing

Corporate Kit
Vehicle Search
Driving Record
Document Retrieval

UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval
File No.'s, Copies
Courier Service
Shipping/Handling
Phone ()
Top Priority
Express Mail Prep.
FAX () pgs.

SUBTOTALS

FEE	
DISBURSED	
SURCHARGE	
TAX on corporate supplies	
SUBTOTAL	
PREPAID	
BALANCE DUE	

Please remit Invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 15% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
WENTWORTH INVESTORS, INC.

FILED
96 DEC 20 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation (the "Corporation") under the provisions of Chapter 607 of the Florida Statutes, hereby agrees to the following:

EFFECTIVE DATE
12-18-96

ARTICLE I
Name and Address

The name of the Corporation shall be WENTWORTH INVESTORS, INC. The address of the Corporation shall be One Progress Plaza, Suite 2300, Post Office Box 2861, St. Petersburg, Florida 33731-2861.

ARTICLE II
Purpose and Powers

Section 1. The Corporation is formed for the purpose of engaging in any lawful activities or businesses for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights, and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III
Term of Existence

The Corporation shall have perpetual existence. Corporate existence shall commence on December 18, 1996, the effective date of execution and acknowledgement of these Articles of Incorporation, provided that these Articles of Incorporation are filed with the State of Florida Department of State within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV
Capital Stock

The authorized capital stock of the Corporation shall be 500,000 shares of common stock having a par value of \$.01 a share.

ARTICLE V
Preemptive Rights Granted

Each shareholder of the Corporation shall have the first right to purchase shares of the Corporation or securities convertible into such shares of the same class, kind, or series as that which the shareholder already holds that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares it holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. Any such preemptive right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms, and conditions of the issue of shares and inviting the shareholder to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE VI
Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) director, whose name and address are as follows:

Name	Address
Maureen A. Godwin	One Progress Plaza, Suite 2300 Post Office Box 2861 St. Petersburg, Florida 33731-2861

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VII
Bylaws

Section 1. The initial Board of Directors shall adopt Bylaws for the Corporation at a meeting of the initial Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend, or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended, or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VIII Amendments

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE IX Registered Office and Agent

Section 1. The street address of the initial registered office of the Corporation shall be One Progress Plaza, Suite 2300, St. Petersburg, Florida 33701.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be Maureen A. Godwin, Esquire, c/o CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

ARTICLE X Incorporator

The name and address of the incorporator is:

Name	Address
Maureen A. Godwin, Esquire	One Progress Plaza, Suite 2300 Post Office Box 2861 St. Petersburg, Florida 33731-2861

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 19th day of December, 1996.


MAUREEN A. GODWIN

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 19th day of December, 1996, by MAUREEN A. GODWIN, who is personally known to me or has produced as identification.


(Sign on this line)

JOEL B. GILES
(Legibly print name on this line)

NOTARY PUBLIC, State of Florida

COMMISSION NO.:

EXPIRATION DATE:



JOEL B. GILES
COMMISSION # CC 454241
EXPIRES MAY 14, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE

The undersigned hereby accepts its appointment and agrees to act as initial Registered Agent for WENTWORTH INVESTORS, INC., as stated in these Articles of Incorporation.

CARLTON, FIELDS, WARD,
EMMANUEL, SMITH & CUTLER, P.A.

By: 

MAUREEN A. GODWIN, Esquire