CAPITAL CONNECTION, INC. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 g Address: Post Office Box 10349, Tallahassee, FL 32302 RE: Wentworth Trivestors Two 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-890-342-8062 FAX (904) 222-1222 Capital Express™ Art. of Inc. File NAME _____ Corp. Record Sparch FIRM _ Ltd. Partnership File ADDRESS __ Foreign Corp. File () Cert. Copy(s) PHONE (Art. of Amend. File Dissolution/Withdrawal CUS-Regular_ Service: Top Priority_ _ Fictitious Name File One Day Service Two Day Service Name Reservation To us via _ __ Return via _ Annual Report/Reinstateme批准来122 Reg. Agent Service Matter No.: _____ Express Mail No. -____ Document Filing State Fee \$ _____ Our \$ __ Corporate Kit Vehicle Search **Driving Record Document Retrieval** UCC 1 or 3 File UCC 11 Search **UCC 11 Retrieval** _ File No.'s. _ Coples Courier Service Shipping/Handling Phone () Top Priority Express Mail Prep. FAX (). SUBTOTALS DEC 2 0 1996 P. OHESSAH DISBURSED..... SURCHARGE..... TAX on corporate aupplies..... SUBTOTAL..... REQUEST CONFIRMED **APPROVED** DATE

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Please remit invoice number with payment. TERMS: NET 10 DAYS FROM INVOICE DAYS 1 1/2% par month on Past Due Amounts Past 30 Days, 18% per Annum.

BALANCE DUE.....

THANK YOU from Your Capital Connection

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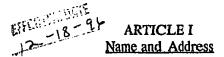
ARTICLES OF INCORPORATION

OF

WENTWORTH INVESTORS, INC.



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:



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.

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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.

(Sig/on this line)

NOTARY PUBLIC, State of Florida COMMISSION NO.
EXPIRATION DATE.

JOEL B. GILES

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.

BONDED THRU BONDED THRU ATLANTIC BONDING CO., INC.

By:

MAUREEN A. GODWIN, Esquire

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