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March 17, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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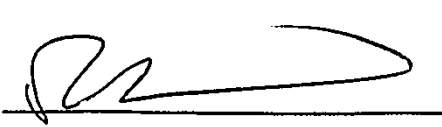
Re: TILCHIN FINANCIAL, INC.
Articles of Incorporation

Gentlemen:

Enclosed you will find original and one (1) copy of Articles of Incorporation for the above referenced corporation together with a check in the amount of \$122.50, representing the filing fee. Please file and return a certified copy to us at the above address.

Very truly yours,

Robert S. Wise, P.A.

By: 

RSW/dg
Enclosure(s)

letter\61601DOC.037

Dmc
3/25/97

FILED
97 MAR 20 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TILCHIN FINANCIAL, INC.

FILED
97 MAR 20 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

TILCHIN FINANCIAL, INC.

The principal place of business of this corporation shall be 3802 Ehrlich Road, Suite 104, Tampa, Florida 33624.

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, county, territory 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 7500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 3802 Ehrlich Road, Suite 104, Tampa, Florida 33624, and the name of the registered agent of the corporation at that address is Louis M. Tilchin.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

The number of directors of this corporation shall be one (1) initially. The number of directors may be increased or decreased from time to time, but shall never be less than one (1) nor more than five (5). The name and address of the initial member of the First Board of Directors who shall hold office until his successor is elected or appointed and has qualified is Louis M. Tilchin.

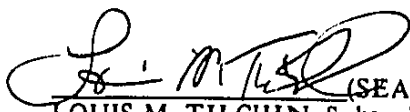
ARTICLE VII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VIII. EFFECTIVE DATE

The date that the corporation existence shall begin shall be the date of filing of the Articles of Incorporation with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 16 day of March, 1997.


(SEAL)
LOUIS M. TILCHIN, Subscriber

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared, LOUIS M. TILCHIN, who, after being duly cautioned and sworn, deposes and says that he has affixed his name to the foregoing Articles of Incorporation of TILCHIN FINANCIAL, INC., as the original subscriber to said corporation, for the purposes therein expressed.

WITNESS my hand and official seal at Tampa, Florida, this 16 day of March, 1997.


(SEAL)
NOTARY PUBLIC

My Commission Expires:



ROBERT S. WISE
Comm. No. CC 399544
My Comm. Exp. Aug. 16, 1998
Bonded thru Pichard Ins. Agcy.

**TILCHIN FINANCIAL, INC.
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

97 MAR 20 PM 4:13

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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

FIRST - that desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Tampa, County of Hillsborough, has named Louis M. Tilchin 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 said office.



LOUIS M. TILCHIN