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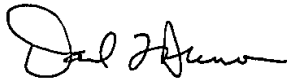
March 20, 1997

Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Dear New Filings Section:

Please find enclosed three originals and a check for seventy (\$70.00) dollars for various fees for filing and the registered agent regarding the incorporation of Resource America, Inc.

Thank You,



David Burrows

3607 A PROSPER AVE
REVIER BELL, FL 33404

561/842-8935

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DIVISION OF CORPORATIONS
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9/3/27/97

ARTICLES OF INCORPORATION
OF
RESOURCE AMERICA INCORPORATED

FILED
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DIVISION OF CORPORATIONS

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ARTICLE ONE

The name of the corporation is Resource America Incorporated.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Corporation Act, including but not limited to the manufacturing and marketing of energy and environmental resources, equipment and services.

ARTICLE FOUR

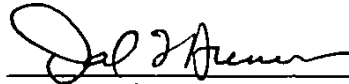
The aggregate number of shares which the corporation shall have authority to issue is one hundred thousand (100,000) of no par value (\$0) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of one thousand dollars (\$1000.00) consisting of money, labor done or property actually received.

ARTICLE SIX

The corporation principal address is the same as its registered office address. The street address of its initial registered office is 3607A Prospect Avenue, Riviera Beach, Florida 33404, and the name of its initial registered agent at such address is David L. Burrows, who is familiar with and accepts the duties and responsibilities as registered agent for said corporation.


Registered Agent - Signature

ARTICLE SEVEN

The number of Directors constituting the initial board of directors is one (1), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
David L. Burrows	3607A Prospect Avenue, Riviera Beach, FL 33404

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without the restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Name	Address
David L. Burrows	3607A Prospect Avenue, Riviera Beach, FL 33404


Incorporator

ARTICLE TEN

The Powers of incorporators cease upon filing the Articles of Incorporation.

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CLERK OF DISTRICT COURT
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