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April 3, 1997

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

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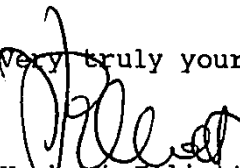
Re: DELTA FIRST CORPORATION

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00 to cover the filing fee. Please provide me with a copy of the Articles once they have been filed.

If there are any questions, please feel free to call this office.
Thank you for your cooperation.

Very truly yours,


Herbert Elliott

HE/amm
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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4/9/97

ARTICLES OF INCORPORATION
OF
DELTA FIRST CORPORATION

FILED
SECRETARY OF STATE
CORPORATIONS
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The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby file for record the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

Delta First Corporation

The principal place of business of this corporation shall be:

205 Marlborough Street, Oldsmar, FL 34677

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, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be:

205 Marlborough Street, Oldsmar, FL 34677

The initial registered agent of the corporation is:

William J. Brunelli

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VIII. DIRECTORS

The requirement for directors of the corporation shall be dispensed with and all powers and duties otherwise conferred upon corporate directors shall be performed and exercised by the president of the corporation.

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

William J. Brunelli
President
205 Marlborough Street
Oldsmar, FL 34677

Arnold Katz
Secretary/Treasurer
4301 Place Le Manes
Lutz, FL 33549

ARTICLE X. INCORPORATORS

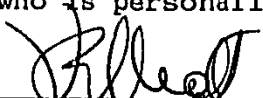
The name and street address of the incorporators to these Articles of Incorporation are:

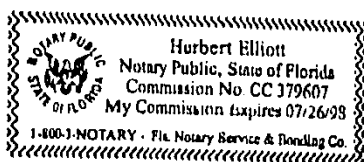
William J. Brunelli
205 Marlborough Street
Oldsmar, FL 34677


WILLIAM J. BRUNELLI

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 4th day of April, 1997, by William J. Brunelli, who is personally known to me, and who did take an oath.


Printed Name:
My Commission Expires:



To: Department of State
Tallahassee, Florida

FILED
SECRETARY OF STATE
CORPORATIONS

97 APR -7 PM 1:02

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned not for profit corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the corporation is:

DELTA FIRST CORPORATION

2. The name and address of the registered agent and office are:

William J. Brunelli
205 Marlborough Street
Oldsmar, FL 34677


Dated: April 4, 1997


William J. Brunelli, President

AGENT'S ACCEPTANCE OF APPOINTMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Dated: April 4, 1997


William J. Brunelli
Registered Agent