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HEATHER SANFORD
11062 HARBOR SPRINGS CIRCLE
BOCA RATON, FL 33428

April 23, 1997

Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

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04/24/97--0101--002
*****70.00 *****70.00

Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for Suncoast Lending, Inc. Also enclosed is a check in the amount of \$70.00 to cover the filing fee.

If you have any question, please contact me.

Sincerely,



Heather Sanford

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/26 4/25/97

ARTICLES OF INCORPORATION
OF
SUNCOAST LENDING, INC.

The undersigned, for the purpose of forming a corporation hereby adopt the following Articles of Incorporation.

ARTICLE ONE
NAME

The name of the Corporation is Suncoast Lending, Inc., 11062 Harbor Springs Circle, Boca Raton, FL 33428.

ARTICLE TWO
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE
PURPOSE

The corporation will transact any and all lawful business to include, but not restricted to, lending company.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 7,000 all of which shall be common shares with a par value of \$1.00.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued shares of the Corporation and any securities of the Corporation convertible into carrying a right to subscribe to or acquire shares of any such unissued shares.

ARTICLE SIX
INITIAL REGISTERED OFFICE and AGENT

The street address of the initial register office of the Corporation is 11062 Harbor Springs Circle, Boca Raton, FL 33428 and the name of the initial registered agent at such address is Heather Sanford.

SPECIALTY STATE
TALLAHASSEE, FLORIDA

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ARTICLE SEVEN
DIRECTORS/OFFICERS

The name and address of the President of the Corporation is:

Heather Sanford 11062 Harbor Springs Circle, Boca Raton, FL 33428

ARTICLE EIGHT
INCORPORATORS

The name and address of the incorporator is:

Heather Sanford 11062 Harbor Springs Circle, Boca Raton, FL 33428

IN WITNESS WHEREOF, I have subscribed my name on this 23 day of April 1997.


Heather Sanford
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this 23 day of April, 1997 before me, the undersigned officer, personally appeared known to me, to be the person whose name is subscribed to the within instrument, and acknowledged that she executed the same for the purpose there contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary State of Florida



MICHAEL S. CHARLES
COMMISSION # 409346
EXPIRES SEP 22, 1998

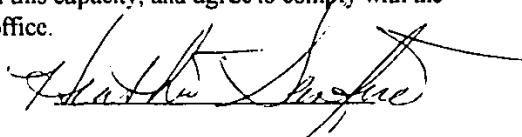
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED

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

First that Suncoast Lending, Inc. desiring to organize under the laws of the State of
Florida, with its principal office as indicated in the Articles of incorporation in the County of Palm
Beach, State of Florida, has named Heather Sanford at 11602 Harbor Springs Circle, Boca Raton,
FL 33428, as its agent to accept service of process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at 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.



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SECY. OF STATE
TALLAHASSEE, FLORIDA

FILED