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FILED
97 MAY 14 AM 10:26
TALLAHASSEE, FLORIDA

May 12, 1997

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

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*****70.00 *****70.00

SUBJECT: MARSHALL CAPITAL RESOURCES CORPORATION

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for Marshall Capital Resources Corporation and a check for \$70.00, the filing fee for the above-mentioned articles.

Thank you.

Sincerely,

Emily Marshall Trapnell

Emily Marshall Trapnell
Marshall Capital Resources
14286-19 Beach Boulevard, Suite 358
Jacksonville, FL 32250

Phone: (904) 992-7085

P. O. BOX 6327 MAY 16 1997

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**ARTICLES OF INCORPORATION
OF
MARSHALL CAPITAL RESOURCES CORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be Marshall Capital Resources Corporation.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be:

Marshall Capital Resources Corporation
Principal Office: 3387 Lighthouse Pointe Lane, Jacksonville, FL 32250
Mailing Address: 14286-19 Beach Boulevard, Suite 358, Jacksonville, FL 32250

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500).

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Emily Marshall Trapnell
3387 Lighthouse Pointe Lane
Jacksonville, FL 32250

ARTICLE V - INCORPORATOR

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

Emily Marshall Trapnell
3387 Lighthouse Pointe Lane
Jacksonville, FL 32250

Emily Marshall Trapnell
Incorporator

May 12, 1997
Date

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REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for Marshall Capital Services Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Emily Marshall Snappell
Registered Agent

May 12, 1997
Date

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