

AMAN & LINS, P.A.

PARAMOUNT PLAZA
SUITE 300
14502 N. DALE MABRY HIGHWAY
TALLAHASSEE, FLORIDA 32318-2072

PHONE: (813) 265-0004
FAX: (813) 265-9644

JEFFREY A. AMAN
D. MICHAEL LINS

ATTORNEYS & COUNSELORS AT LAW

600002202636--7
-06/05/97--01039--006
*****70.00 *****70.00

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

Re: Equity Lending, Inc.

Gentlemen:

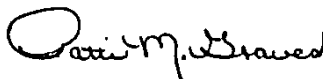
Enclosed please find the following with regard to the referenced corporation.

1. Articles of Incorporation (2 originals).
2. Certificate Designating Registered Agent (original and 1 copy).
3. Check in the amount of \$70.00 payable to the Secretary of State.

Please file the Articles and Certificate immediately upon your receipt of same, and return a file-stamped original of the Articles and copy of the Certificate to our office along with the Notice of Incorporation.

Thank you for your assistance. Please call if you have any questions.

Very truly yours,



Patti M. Graves
Legal Assistant

/pg
Enclosures

FILED
97 JUN -5 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
EQUITY LENDING, INC.

97 JUN -5 PM 2:34
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Corporation is EQUITY LENDING, INC. The address of the Corporation is 1605 N. MacDill Avenue, Tampa, Florida 33607.

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The Corporation is organized for the following purposes: to engage in any activity or business incidental to or related to the business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 7500 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares," and all of which shall have the same rights and privileges.

**ARTICLE V
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 14502 N. Dale Mabry Highway, Suite 300, Tampa, Florida 33618, and the name of the initial Registered Agent of the Corporation at that address is Jeffrey A. Aman.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Directors of the Corporation are:

Marilyn Fernandez
1605 N. MacDill Avenue
Tampa, Florida 33607

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: Jeffrey A. Aman, Esquire, 14502 N. Dale Mabry Highway, Suite 300, Tampa, Florida 33618.

**ARTICLE IX
BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI
AMENDMENT**

The 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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of June, 1997.

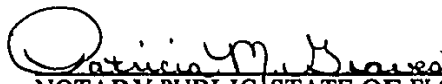


JEFFREY A. AMAN
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jeffrey A. Aman, known to me and known by me to be the person who executed the foregoing Articles of Incorporation of EQUITY LENDING, INC. and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd day of June, 1997.



NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Patricia M. Graves
My Commission Expires:



PATRICIA M GRAVES
My Commission CC499700
Expires Oct. 05, 1999

FILED
97 JUN -5 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA