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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 450032 7132056

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 2, 1997

ORDER TIME : 11:20 AM

ORDER NO. : 450032-005

CUSTOMER NO: 7132056

500002229165--7

-07/02/97--01073--022

CUSTOMER: Thomas E. Pryor, Jr., Esq
LONG & PRYOR, P.A.

****122.50 ****122.50

Suite 102
1221 West Colonial Drive
Orlando, FL 32804

DOMESTIC FILING

NAME: GREEN TREE GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
JUL 2 PM 12:53
TALLAHASSEE, FLORIDA
JUL 2 PM 12:06

SN JUL 02 1997

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EXPIRATION DATE
6/30/97

ARTICLES OF INCORPORATION
OF
GREEN TREE GROUP, INC.

FILED
97 JUL -2 PM 12:53
TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator, does hereby desire to form a corporation for profit pursuant to the Florida Business Corporation Act and does hereby adopt the following Articles of Incorporation:

Article I- Name of Corporation

The name of the corporation shall be **GREEN TREE GROUP, INC.**

Article II- Term of Existence

The corporation shall commence its corporate existence upon the execution of these Articles of Incorporation and shall exist perpetually.

Article III- General Purposes

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

Article IV- Capital Stock

The aggregate number of shares for which the corporation shall have authority to issue is Ten Thousand (10,000) shares or common stock, par value, One Cent (\$.01) per share.

Article V- Initial Registered Office and Agent

The street address of the initial registered office of the corporation is **1221 West Colonial Drive, Suite 102, Orlando, Florida 32804** and the name of the initial registered agent of the corporation at that address is **Thomas E. Pryor, Jr.**

Article VI- Incorporator

The name and street address of the incorporator of the corporation is:

Name

Thomas E. Pryor, Jr.

Address

1221 West Colonial Drive
Suite 102
Orlando, Florida 32804

Article VII- Bylaws

The power to adopt, amend, or repeal the Bylaws for the management of the corporation shall be vested solely in the shareholders of the corporation.

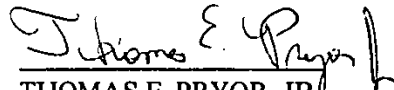
Article VIII- Principle Office; Mailing Address

The location and mailing address of the principal office of the corporation is **1221 W. Colonial Drive, Suite 102, Orlando, Florida 32804**. The location of the principal office shall be subject to change as may be provided in Bylaws duly adopted by the shareholders of the corporation.

Article IX- Indemnification

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida this 3rd day of June, 1997.


THOMAS E. PRYOR, JR.

ACKNOWLEDGMENT

STATE OF FLORIDA)

)ss.

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me by Thomas Pryor, who is personally known to me this 30th day of June, 1997.



CASSIE D SMAIL
My Commission CC499455
Expires Mar. 02, 1999

Cassie D. Smail
NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

The undersigned, THOMAS E. PRYOR, JR., as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to Section 607.0505 of the Florida Business Corporation Act.

Thomas E. Pryor, Jr.
THOMAS E. PRYOR, JR.

FILED
JUL -2 PM 12:53
TALLAHASSEE, FLORIDA