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October 2, 1997

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

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-10/06/97--01020--006  
\*\*\*\*122.50 \*\*\*\*122.50


Re: Asset Resolution Corporation

Dear Sirs:

Enclosed please find the proposed Articles of Incorporation for Asset Resolution Corporation, together with our check for \$122.50, payment of the fees.

Please return a certified copy to the undersigned at your earliest convenience. Thank you for your attention to this matter.

Very truly yours,

  
Doris J. Harlacher  
Legal Assistant

:djh  
encl.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -6 PM 3:05

10/17/97

EFFECTIVE DATE

9/30/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -6 PM 3:05

ARTICLES OF INCORPORATION

OF

ASSET RESOLUTION CORPORATION

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name: The name of the corporation is: **ASSET RESOLUTION CORPORATION**. The principal place of business of this corporation is: 7502 Ann Ballard Road, Tampa, Florida 33634.

ARTICLE II

Duration: The duration of the corporation is perpetual.

ARTICLE III

Purpose: The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

Capital Stock: The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of common

stock. Such shares shall be of a single class and shall have a par value of \$.10 per share.

#### ARTICLE V

Initial Registered Office and Agent: The street address of the initial Registered Office of the corporation is 17200 NORTH TAMiami TRAIL, PUNTA GORDA, FLORIDA 33955 and the name of its initial Registered Agent at that address is ROBERT STINTZI.

#### ARTICLE VI

Initial Board of Directors: The number of Directors constituting the initial Board of Directors is FOUR. The number of Directors may be increased or decreased from time to time in accordance with the By Laws but shall never be less than one. The names and addresses of the initial Directors of the corporation are as follows:

Sherri Turpin  
Director/President

7502 Ann Ballard Rd.  
Tampa, FL 33634

LISA CAREY  
Director

1853 Nestler Road  
Crystal Springs, FL 33540

SHARI STINTZI  
Director/Vice President

17200 N. Tamiami Trail  
Punta Gorda, FL 33955

ROBERT STINTZI  
Director/Sec/Treas

17200 N. Tamiami Trail  
Punta Gorda, FL 33955

#### ARTICLE VII

Incorporators: The name and address of each Incorporator is as follows:

ROBERT STINTZI

17200 N. Tamiami Trail  
Punta Gorda, FL 33955

ARTICLE VIII

Commencement of Corporate Existence: In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE IX

Preemptive Rights: Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

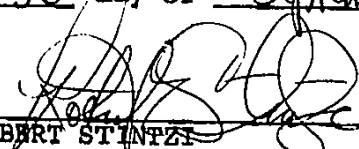
This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation.

stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE X

Amendment: The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 30 day of September, 1997.

  
ROBERT STINTZI

STATE OF FLORIDA

COUNTY OF LEE

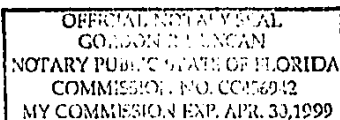
BEFORE ME personally appeared ROBERT STINTZI, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed the said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 30<sup>th</sup> day of September, 1997.

  
Notary Public

My commission expires:

(NOTARY'S SEAL)



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned is familiar with the statutory requirements of and hereby accepts appointment as the Registered Agent of **ASSET RESOLUTION CORPORATION**, as contained in the foregoing Articles of Incorporation.

  
\_\_\_\_\_  
**ROBERT STINTZI**  
**REGISTERED AGENT**

FILED  
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DIVISION OF CORPORATIONS  
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