

P97000087354

Genesis Acceptance Corporation
1536 Seagull Drive #305
Palm Harbor, FL 34685

September 19, 1997

Department of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

900002305939--8
-09/29/97--01090--005
***122.50 ***122.50

RE: Genesis Acceptance Corporation

To Whom It May Concern:

Enclosed herewith are two duly-executed copies of the Articles of Incorporation for the above captioned corporation.

Please file the enclosed Articles of Incorporation and, upon completion of the filing process, certify and return to us one certificate under seal. We have enclosed a check in the amount of \$122.50 to cover the fees.

Thank you for your assistance in this matter. If you should have any questions, don't hesitate to contact me at (813) 786-0866 or (813) 786-1625.

Sincerely,

Jeffrey J. Geisler

Enclosures

2557-611.
W97-22333

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -9 PM 2:43

JG 10/9/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -9 PH 2:43

September 30, 1997

GENESIS ACCEPTANCE CORPORATION
ATTN: JEFFREY J. GEISLER
1536 SEAGULL DRIVE #305
PALM HARBOR, FL 34685

SUBJECT: GENESIS ACCEPTANCE CORPORATION
Ref. Number: W97000022333

We have received your document for **GENESIS ACCEPTANCE CORPORATION**. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 197A00048134

Genesis Acceptance Corporation
1536 Seagull Drive #305
Palm Harbor, FL 34685

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September 19, 1997

Department of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Genesis Acceptance Corporation

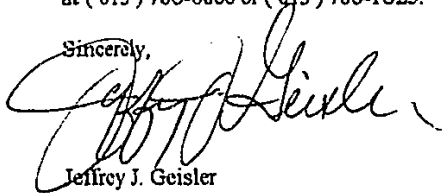
To Whom It May Concern:

Enclosed herewith are two duly-executed copies of the Articles of Incorporation for the above captioned corporation.

Please file the enclosed Articles of Incorporation and, upon completion of the filing process, certify and return to us one certificate under seal. We have enclosed a check in the amount of \$122.50 to cover the fees.

Thank you for your assistance in this matter. If you should have any questions, don't hesitate to contact me at (813) 786-0866 or (813) 786-1625.

Sincerely,



Jeffrey J. Geisler

Enclosures

**Articles of Incorporation
Of
Genesis Acceptance Corporation**

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DIVISION OF CORPORATIONS
97 OCT -9 PM 2:43

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract hereby forms a corporation under the laws of the State of Florida.

Article I.

Name

The name of the corporation shall be:

Genesis Acceptance Corporation

Article II.

Purposes

The purposes for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- (a) To transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.
- (b) To engage in any and all lawful acts or activities related to any of the above.

When not prohibited by law, any action by the shareholders of this Corporation, which is within their power taken at a meeting of such shareholders shall be valid for all.

Article III.

Capital Stock

The maximum number of shares that this corporation is to have outstanding at any one time is 1,000 shares of common stock, having a nominal or par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than \$5.00.

Article IV.

Term

This corporation shall have perpetual existence.

Article V.

Registered Agent and Registered Office

The Registered Agent for the corporation shall be Jeffrey J. Geisler and the Registered Office shall be located at 1536 Seagull Dr. #305, Palm Harbor, FL 34685, or such other person or place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law. I hereby am familiar with and accept the duties and responsibilities as Registered Agent.


Registered Agent.

Article VI.

Directors

This corporation shall have not less than 1 nor more than 5 directors, as set forth in the By - Laws. The names and addresses of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, By - Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are:

<u>Name</u>	<u>Street Address</u>
Reid J. Geisler	223 Berkley Elmhurst, IL 60126

<u>Name</u>	<u>Street Address</u>
Jeffrey J. Geisler	1536 Seagull Dr. #305 Palm Harbor, FL 34685

Article VII

Subscriber

The name and street address of the subscribers to the Articles of Incorporation is:

Jeffrey J. Geisler, 1536 Seagull Dr. #305, Palm Harbor, FL 34685

Article VIII.

Special Proviso

Any action by the directors of this Corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By - Laws of this Corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this Corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or the By - Laws of this Corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waive of notice of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this Corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other

governmental-agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By - Laws by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By - Laws by that vote.

Article IX.

Inspection of Books and Records

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have any right to inspect any account, book, or document of this Corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

Article X.

Indemnification of Officers and Directors

Every officer and every director of the Corporation shall be indemnified by the Corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the Corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

Article XI.

Telephone Meeting Authorized

Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

Article XII.

Amendment

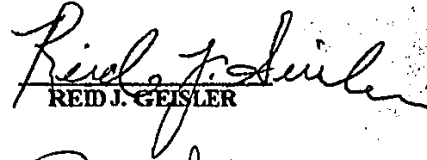
These Articles of Incorporation may be amended in the manner and as provided by law.

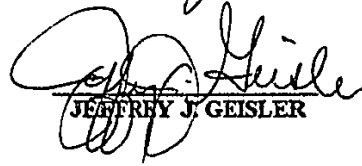
Article XIII.

Principal Office

The principal office shall be: 1536 Seagull Dr. #305, Palm Harbor, FL, 34685.

IN WITNESS WHEREOF, I have hereunto set my hands and seal at Palm Harbor,
Pinellas County, Florida, this 7th day of September, 1997.


REID J. GEISLER


JEFFREY J. GEISLER

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 OCT - 9 PM 2: 43