

P970000 94831



ACCOUNT NO. : 072100000032  
REFERENCE : 589920 4802170  
AUTHORIZATION : Patricia Pignato  
COST LIMIT : \$ 70.00

ORDER DATE : November 5, 1997  
ORDER TIME : 9:51 AM  
ORDER NO. : 589920-005  
CUSTOMER NO: 4802170

CUSTOMER: Ms. Deborah Ulin  
STITES & HARBISON  
1800 Capital Holding Center  
400 W. Market Street  
Louisville, KY 40202

600002338526--7

DOMESTIC FILING

NAME: ASI FACTORING CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

FILED  
97 NOV -5 AM 11:15  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

RECEIVED  
97 NOV -5 AM 10:46  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

SN NOV - 5 1997

**ARTICLES OF INCORPORATION**

**OF**

**ASI FACTORING CORPORATION**

**FILED**  
97 NOV -5 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The corporate name for the corporation (hereinafter called the "corporation") is ASI Factoring Corporation.

**SECOND:** The street address and the mailing address of the principal office of the corporation is One Independent Drive, Jacksonville, Florida 32202.

**THIRD:** The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of \$.01 per share and shall be designated Common Stock.

**FOURTH:** The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
Cynthia L. Coffee	400 West Market Street Suite 1800 Louisville, Kentucky 40202

SIXTH: The purposes for which the corporation is organized shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the laws of the United States and of the State of Florida.

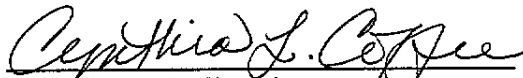
SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The initial number of directors of this corporation shall be two (2). The names and street addresses of the initial members of the Board of Directors, to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified, are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Derek E. Dewan	One Independent Drive Jacksonville, Florida 32202
Michael D. Abney	One Independent Drive Jacksonville, Florida 32202

The written acceptance of the said initial registered agent, as required by the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 4th day of November, 1997.

  
Cynthia L. Coffee, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE CORPORATION

By: Karen B. Rozar  
Name: Karen B. Rozar, As Its Agent  
Title: \_\_\_\_\_  
Date: 11-5-97

**FILED**  
97 NOV -5 AM 11:15  
STATE  
TALLAHASSEE, FLORIDA