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12/10/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: TRI-COUNTY FUNDING, INC.

AUDIT NUMBER.....H97000020302

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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TALLAHASSEE, FLORIDA

8. McKnight DEC 10 1997

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ARTICLES OF INCORPORATION

TRI-COUNTY FUNDING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporator hereby makes, subscribes, acknowledges and files with the Department of State these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1 The name of the Corporation is:

TRI-COUNTY FUNDING, INC.

ARTICLE 11 Nature of Business:

The general nature of the business to be transacted by this corporation will be to engage in any activities or business permitted under the laws of the United States and of this state.

ARTICLE 111 Capital Stock

The maximum number of shares of capital stock authorized to be issued by this corporation shall be five hundred shares of common stock with a par value of \$1.00 per share.

Each of said shares of stock shall entitle the holder to one vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the incorporator. All stock, when issued, shall be fully paid and nonassessable.

ARTICLE 1V Initial Capital

The amount of capital with which this corporation shall begin business shall be no less than five hundred (\$500.00) Dollars.

ARTICLE V Terms of Existence

This corporation shall have perpetual existence.

ARTICLE VI Principal Office

The following shall be the street address and principal office of the corporation, but this corporation shall have the power to move the principal office to any other address in the State of Florida and to establish branch offices at such other places within or without the State of Florida that may be deemed expedient: 1601 N. Palm Avenue #203
Pembroke Pines, Florida 33026.

NATHAN NEWMAN FLORIDA BAR # 58782
7328 S.W. 48th Street
Miami, Florida 33155
(305) 662-2007

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ARTICLE VII Board of Directors

This corporation shall have three Directors initially. The names and addressess of the first Board of Directors are as follows:

ROBERT F. CARROLL III, 1601 N. Palm Ave #203
Pembroke Pines, Florida 33026

SETH SKLARY 1601 N. Palm Ave. #203
Pembroke Pines, Florida 33026

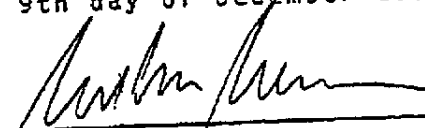
GWEN BLOCKER 1601 N. Palm Ave. #203
Pembroke Pines, Florida 33026

ARTICLE VIII Registered Agent

Pursuant to the applicable Florida statutes, the initial Registered Agent for this corporation and his office is NATHAN NEWMAN, 7328 S.W. 48th Street, Miami, Florida 33155. The appointment of Registered Agent is hereby accepted.


NATHAN NEWMAN

THE UNDERSIGNED, being the original subscriber to the capital stock herein above named for the purpose of forming a corporation for profit and to do business both within and without the State of Florida, does hereby make, subscribe and acknowledge and files these Articles of Incorporation, hereby declaring and certifying that the statements herein stated are true, and does agree to take the number of shares of stock herein above set forth and accordingly has hereunto set his hand and seal on this the 9th day of December 1997.


NATHAN NEWMAN
7328 S. W. 48th Street
Miami, Florida 33155

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