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PLEASE REPLY TO TAMPA

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February 20, 1998

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

700002437967--2
-02/23/98-01095-020
****122.50 ****122.50

Re: Greenwood Financial Services, Inc.


Gentlemen:

Please find enclosed for filing an original and one copy of the proposed Articles of Incorporation of Greenwood Financial Services, Inc.

Also enclosed is my check in the amount of \$122.50 for the filing fee.

Upon the filing of the Articles, please return to me a copy bearing the stamp of the Office of the Secretary of State reflecting the date of the filing.

Yours truly,


C. STEPHEN ALLEN

FILED
98 FEB 23 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CSA/mo

Enclosures:

- Original Articles of Incorporation and one copy
- Check

CSA
2/24/98

ARTICLES OF INCORPORATION
OF
GREENWOOD FINANCIAL SERVICES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GREENWOOD FINANCIAL SERVICES, INC.

The address of the principal office of this corporation shall be Suite 5, 8130 66th Street North, Pinellas Park, Florida 33781, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF THE BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITOL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Suite 335, 4830 West Kennedy Boulevard, Tampa, Florida 33609, and the name of the initial

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

registered agent of the corporation at that address is C. Stephen Allen, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have three officers and three directors, initially. The names and addresses of the initial officers and directors who shall hold office for the first year of the corporation, or until his successor is elected or appointed are:

Marie Welch Pres./Dir.	6500 Sunset Way St. Petersburg Beach, FL 33706
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Linda W. Lewis V.P./Dir.	204 43rd Avenue St. Petersburg Beach, FL 33706
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Peggy W. Schmoll V.P./Dir.	4922 Queen Palm Terrace NE St. Petersburg, FL 33706
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ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

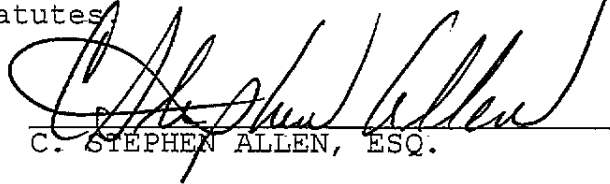
C. Stephen Allen, Esq.
Suite 335
4830 West Kennedy Boulevard
Tampa, Florida 33609

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on February 20 1998.


C. STEPHEN ALLEN, ESQ.

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

C. STEPHEN ALLEN, ESQ., having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


C. STEPHEN ALLEN, ESQ.

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TALLAHASSEE, FLORIDA