

February 25, 1998

P98000021427

Secretary of State
Division of Corporations
New Filings

20000244282--2
-03/02/98--01110--013
***131.25 ***131.25

Enclosed, please find two sets of articles of incorporation for TrustAmerica F.C.A. Company. Please certify one set along with a certificate of status.

Check Amount \$131.25 (\$122.50 Filing Fees & \$8.75 Certificate of Status)

Thank You, for your service.

Fred Hall

941-624/0909

FILED
98 MAR -6 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-4767

YUM-3/6/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 4, 1998

FRED HALL
20331 MOUNT PROSPECT AVE
PORT CHARLOTTE, FL 33952

SUBJECT: TRUSTAMERICA F.C.A. COMPANY (FOREIGN CAPTIAL
ASSOCIATION)
Ref. Number: W98000004767

We have received your document for TRUSTAMERICA F.C.A. COMPANY (FOREIGN CAPTIAL ASSOCIATION) and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

IN ARTICLE I, PLEASE REMOVE THE WORDS "FOREIGN CAPTIAL ASSOCIATION" AND THE PARENTHESIS.

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) 487-6926.

Tracy Augsburger
Document Specialist

Letter Number: 998A00011851

ARTICLES OF INCORPORATION
OF
TrustAmerica F.C.A. Inc.

FILED
98 MAR -6 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is TrustAmerica F.C.A. Inc.
The principal office and/or mailing
address of this corporation is as follows: P.O. BOX 7, Murdock, Florida
33938.

ARTICLE II

This corporation is organized for the following purposes: To
carry on any business, occupation, undertaking or enterprise and to
exercise any power or authority which may be done by a private corporation
organized and existing under and by virtue of Florida Statutes, Chapter
607 (1997), and it being the intention that this corporation may conduct
and transact any business lawfully authorized and not prohibited by
Florida Statutes, Chapter 607, (1997).

ARTICLE III

This corporation is authorized to issue 100,000 shares of
\$25.00 par value common stock.

ARTICLE IV

The corporation elects to have preemptive rights.

ARTICLE V

The street address of the initial registered office of this
corporation is 20331 Mount Prospect Avenue, Port Charlotte, Florida
33952 and the name of the initial Registered Agent of this corporation
at that address is FRED HALL.

ARTICLE VI

The name and address of the incorporator, initial board
of directors, the President, Secretary, and Treasurer (and other
officers, if applicable) who shall hold office for the first year
of the existence of the corporation or until their successors are
elected or appointed and have qualified, are as follows:

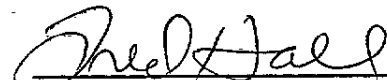
Fred Hall-President, Secretary, Director
Treasurer, Incorporator

20331 Mount Prospect Ave
Port Charlotte, Fl 33952

ARTICLE VII

The business of this corporation shall be conducted by a
board of directors which shall consist of one or more members, the
exact number of said board of directors to be fixed from time to time
by the bylaws of this corporation.

IN WITNESS WHEREOF, the undersigned, has made, subscribed and acknowledged these articles of incorporation, this 25th day of February, 1998.


FRED HALL, Incorporator

**CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

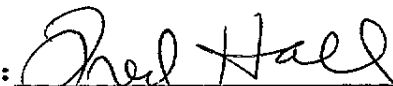
Pursuant to Florida law, the following is submitted, in compliance therewith:

That, TrustAmerica F.C.A. Inc. , desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, P.O. BOX 7, Murdock, Charlotte County, State of Florida, has named:

FRED HALL

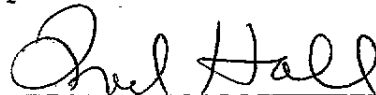
located at 20331 Mount Prospect Avenue, City of Port Charlotte, County of Charlotte, State of Florida, as its agent to accept service of process within this State.

TrustAmerica F.C.A. Inc.

By: 
FRED HALL, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said law relative to keeping open said office.


FRED HALL
Registered Agent

FILED
98 MAR -6 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA