

UNITED FINANCIAL BUSINESS SERVICES, INC.

620 Cranes Way, Suite #207
Altamonte Springs, FL 32701

RONALD LAURIA, MBA, CTP
C.E.O.

Phone (407) 331-0576
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Mobile (407) 256-3228

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April 24, 1998

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*****70.00 *****70.00

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

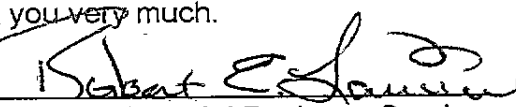
SUBJECT: PACER FINANCIAL CORPORATION

FILED
98 APR 27 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed please find an original and one (1) copy of the incorporation for the above corporation and a check in the amount of \$70.00 .

Thank you very much.

From:


United Financial Business Services
Att: Robert E. Lauria
751 Goldwater Court
Maitland, FL 32751
(407) 331-0576

F. CHESSEY APR 29 1998

ARTICLES OF INCORPORATION
FOR
PACER FINANCIAL CORPORATION

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ARTICLE I NAME

The name of the corp. shall be: PACER FINANCIAL CORPORATION

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the Articles with the Department of State.

ARTICLE III PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may be amended.

ARTICLE IV INITIAL OFFICE

The principal place of business & mailing address shall be:
751 GOLDWATER COURT
MAITLAND, FL 32751

ARTICLE V CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:
ROBERT E. LAURIA
751 GOLDWATER COURT
MAITLAND, FL 32751

ARTICLE VII PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLES OF INCORPORATION
FOR
PACER FINANCIAL CORPORATION
(Continued)

ARTICLE VIII INITIAL BOARD OF DIRECTORS & INCORPORATOR

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than one director. The name and address of the initial Director and the incorporator signing these papers is:

PRESIDENT

JAMES R HILL
1883 VIA GENOA
WINTER PARK, FL 32789

SECRETARY/TREASURER

ROBERT E. LAURIA
751 GOLDWATER COURT
MAITLAND, FL 32751

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

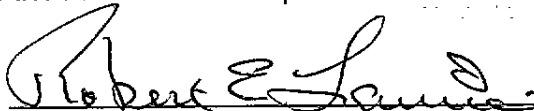
ARTICLE X AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the stockholders is subject to this reservation.

ARTICLE XI SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officer to accomplish compliance.

The undersigned have executed the Articles of Incorporation this 24th day of April 1998.


Signature/Title Secretary

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: PACER FINANCIAL CORPORATION

2. The name and address of the registered agent and office is:

ROBERT E. LAURIA
751 GOLDWATER COURT
MAITLAND, FL 32751

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE: _____

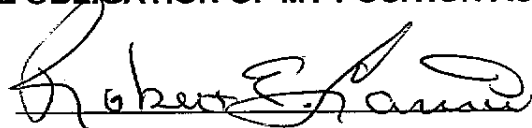


TITLE: _____ SECRETARY _____

DATE: _____ 4/24/98 _____

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____



DATE: _____ 4/24/98 _____