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Law Office
John S. Norton, Jr., P.A.
Attorney and Counselor of Law
431 North Grandview Avenue
Daytona Beach, Florida 32118

Telephone 904-239-0770

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May 14, 1998

VIA U.S. EXPRESS MAIL

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Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32301

Re: Thomber-Haywitt Acceptance Corp.

Dear Sir or Madam:

Enclosed is the original and one copy of the proposed Articles of Incorporation for the above entity, the original having been executed by the registered agent named in the Articles. Kindly file the original Articles in your office and provide us with a certified copy.


This firm's check in the amount of \$122.50 is enclosed to cover the following costs:

1. Filing fee for Articles
2. Certified copy of Articles
3. Filing fee for designation of registered agent

Thank you for your prompt attention.

Sincerely,

JOHN S. NORTON, JR., P.A.


John S. Norton, Jr.

FILED
98 MAY 15 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JSN/ss
Enclosures

4



ARTICLES OF INCORPORATION
OF
THOMBER-HAYWITT ACCEPTANCE CORP.
A Florida Corporation

FILED
98 MAY 15 AM 8:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
NAME

The name of the corporation is Thomber-Haywitt Acceptance Corp.

ARTICLE II
DURATION

The duration of the corporation is perpetual. This corporation's existence shall commence upon execution of these Articles of Incorporation by incorporator, provided that these articles are filed by the Secretary of State within five (5) business days thereafter. If not filed within said five (5) business days, then corporate existence shall commence upon filing of the Articles of Incorporation by the Secretary of State.

ARTICLE III
GENERAL PURPOSES

The purpose for which this corporation is initially organized is to engage in any or all lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV
SHARES

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares of common voting stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 431B North Grandview Avenue, Daytona Beach, Florida 32118.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 431 North Grandview Avenue, Daytona Beach, Florida. The name of the initial registered agent of the corporation at such address is John S. Norton, Jr., P.A.

ARTICLE VII
DIRECTORS

The number of directors constituting the initial Board of Directors is one, and the name and address of the person who is to serve as the member thereof is as follows:

Calvin Thompson
William D. Witter Associates, Inc.
One Citicorp Center, Suite 5100
153 East 53rd
New York, New York 10022-4611

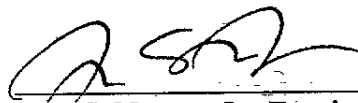
The number of directors may be changed from time to time by the Bylaws.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator of the corporation is as follows:

John S. Norton, Jr.
431 North Grandview Avenue
Daytona Beach, Florida 32118

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these Articles this 14 day of May, 1998.



John S. Norton, Jr., Esquire, Incorporator

STATE OF FLORIDA)
)
COUNTY OF VOLUSIA)

The foregoing instrument was acknowledged before me this 14th day of May, 1998, by John S. Norton, Jr.

(OFFICIAL SEAL)

Sharon Smith
Notary Public, State of Florida
Commission No.:
My Commission Expires:



Sharon Smith
MY COMMISSION # CC648009 EXPIRES
May 18, 2001
BONDED THRU TROY FAIN INSURANCE, INC

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts designation as registered agent of Thomber-Haywitt Acceptance Corp. for service of process within the state of Florida.

JOHN S. NORTON, JR., P.A.

By: John S. Norton, Jr.
John S. Norton, Jr., President

FILED
98 MAY 15 AM 8:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA