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GERALD C. WESTER*
(*NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR:
J. ANDREW KELLER, III, C.P.A.

December 1, 1998

P98000099886

Via Hand Delivery

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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-12/01/98-01056-011
****297.50 *****96.25

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Financial Resource Technology, Inc.
- and -
Financial Resource Technology, L.P.

Gentlemen:

Enclosed please find for immediate filing the originals and two photocopies of each of the following documents.

1. Articles of Incorporation of Financial Resource Technology, Inc., a for profit corporation, with attached Acceptance of Registered Agent.
2. Certificate of Limited Partnership of Financial Resource Technology, L.P. with attached Affidavit of Capital Contributions.

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON, P. A.

Letter to the Division of Corporations
December 1, 1998
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3. Agreement and Consent of Registered Agent for Financial Resource
Technology, L.P.

Financial Resource Technology, Inc., is the sole general partner of Financial Resource
Technology, L.P.

Please file the originals of these papers and stamp and certify both sets of photocopies.
Please also furnish certificates of status both for the corporation and for the limited partnership.
Due to a filing deadline today with another Florida agency, a representative of our firm will wait
for the certified copies and certificates of status.

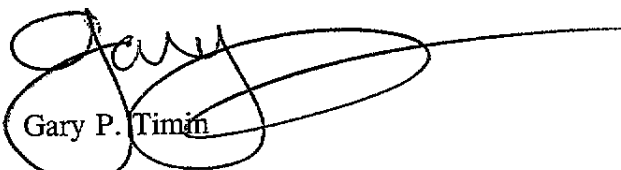
Enclosed is our firm's check in the amount of \$385.00, computed as follows:

New Corporation Filing fee	\$ 70.00
2 Certified Copies	105.00
Certificate of Status	8.75
New Limited Partnership Filing fee	52.50
Registered Agent fee	35.00
2 Certified Copies	105.00
Certificate of Status	<u>8.75</u>
Total	\$385.00

Note that the Affidavit of Capital Contributions states that the only such contributions by the
limited partner is \$100.00

Should you have any question about these papers or desire more information, please speak
with our representative or feel free to call me. Thank you for your timely assistance.

Sincerely,


Gary P. Timin

Enclosures

cc(w/o encl.): John P. Seall (fax)

**ARTICLES OF INCORPORATION
OF
FINANCIAL RESOURCE TECHNOLOGY, INC.**

The undersigned Incorporators hereby file these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

**ARTICLE I
Name and Address**

The name of the Corporation shall be Financial Resource Technology, Inc. Its principal office shall be located at 503 East Central Boulevard, Suite 1501, Orlando, Florida 32801. The corporation may establish and maintain the principal office of the corporation at such other place within the State of Florida as may be determined by the Board of Directors.

**ARTICLE II
Nature of Business**

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida, including specifically but without limitation serving as a general partner of one or more limited partnerships that operate as certified capital companies within the meaning of section 288.99, Florida Statutes, or any successor thereto.

**ARTICLE III
Stock**

The authorized capital stock of the Corporation shall consist of ten thousand (10,000) shares of a single class of Common Stock with par value of one cent (\$.01) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors.

**ARTICLE IV
Incorporator**

The names and street addresses of the Incorporator of this Corporation are as follows:

John P. Seall
503 East Central Boulevard
Suite 1501
Orlando, Florida 32801

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TALLAHASSEE, FLORIDA

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ARTICLE V
Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The initial registered office of the Corporation shall be 503 East Central Boulevard, Suite 1501, Orlando, Florida, 32801, and the initial registered agent of the Corporation at such office shall be John P. Seall, authorized to receive service of process and perform the other duties and exercise the other rights of registered agent.

ARTICLE VII
Board of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of not less than one (1) Director. The term of office of the initial directors shall not be for more than one year after the date of incorporation. The size of the Board may be altered as provided in the bylaws of the Corporation.

ARTICLE VIII
Initial Directors

The initial Director[s] of the Corporation and their addresses are:

Robert C. Thome
4760 Brayton Terrance N.
Palm Harbor, FL 34685

Mark Meyocks
9037 Alpine Peaks Avenue
Las Vegas, NV 89117

Don Klablin
2341 Estancia Blvd.
Clearwater, FL 34621

ARTICLE IX
Transactions In Which Directors
Or Officers Are Interested

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

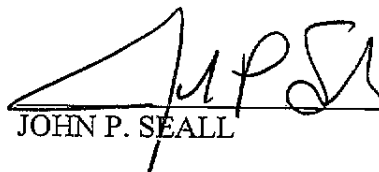
3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

ARTICLE X
Indemnification of Directors and Officers

The Corporation may indemnify, and may insure, its directors and officers to the fullest extent permitted by applicable Florida law.

SIGNED by the incorporator this 24th day of November, 1998.

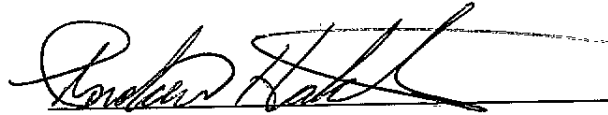


JOHN P. SEALL

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, John P. Seall, to me personally known or who has produced Fla. Drive Lic. as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

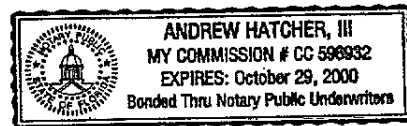
IN WITNESS WHEREOF, I have set my hand and official seal on this 25th day of November, 1998.



Notary Public

My Commission Expires: _____

Commission Number: _____

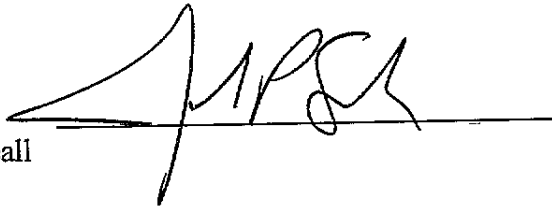


FINANCIAL RESOURCE TECHNOLOGY, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Financial Resource Technology, Inc. at the place designated in its Articles of Incorporation, the undersigned, John P. Seall, accepts such appointment and agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.

John P. Seall

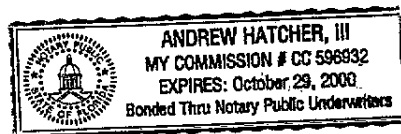
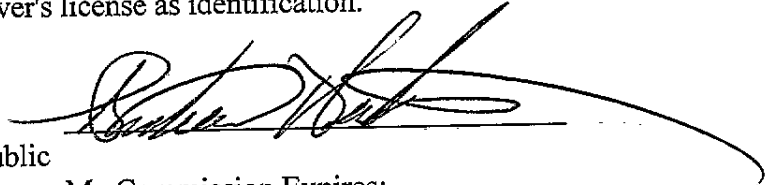


STATE OF FLORIDA
COUNTY OF LEON

The foregoing Acceptance of Registered Agent for Financial Resource Technology, Inc. was acknowledged before me this 24th day of November 1998, by John P. Seall, who is personally known to me or who has produced a driver's license as identification.

Notary Public

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA