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122.50 **78.75

December 16, 1998

Division of Corporations, New Corporations
POB 6327
Tallahassee, FL 32314

Dear Sir,

Enclosed is our check for \$122.50 for
Tri Co Finance, Inc. for a certified copy of the articles of
incorporation and a certificate of incorporation.

Please return the documents to:

Ben H. Moore
1400 West Fairbanks Avenue, Ste 201
Winter Park, FL 32789

Thank you for your attention to this matter.

Sincerely,

Ben H. Moore

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

Tri Co Finance, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Tri Co Finance, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2050 W. 56th Street, Ste 30
Hialeah, FL 33016

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 share at a \$1.00 Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Nathaniel Mitchell
2050 W. 56th Street, Ste 30
Hialeah, FL 33016

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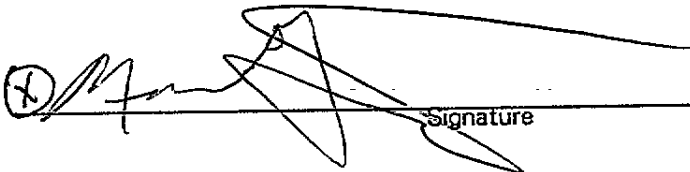
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Nathaniel Mitchell
2050 W. 56th Street, Ste 30
Hialeah, FL 33016

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

_____ 1st _____ December _____ 1998
_____ day of _____

 _____
Signature

Signature

Signature

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: Tri Co Finance, Inc.

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

Nathaniel Mitchell

(Name)

2050 W. 56th Street, Ste 30

(P.O. Box ~~not~~ acceptable)

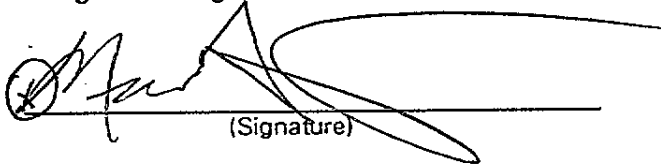
Hialeah, FL 33016

(City/State/Zip)

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DIVISION OF CORPORATIONS

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 obligations of my position as registered agent.


(Signature)

1/1/98
(Date)