

Tyson G. Russum

6822 22nd Avenue North, #283
St. Petersburg, Florida 33710
Telephone (727) 546-1040

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 11, 1999

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

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*****78.75 *****78.75

Subject: Articles of Incorporation

For: American Financial Solutions Corporation

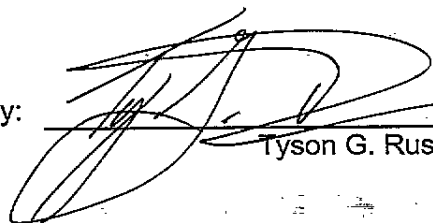
Enclosed you will find Articles of Incorporation on the above referenced business for your review, acceptance and filing. You will also find enclosed a check in the amount of \$78.75 made payable to Florida Department of State for your certified filing fee.

Please provide a copy of the Certificate of Incorporation with your Certificate of Filing indicating the official incorporation date and forward to:

4930 Park Boulevard, Suite 9
Pinellas Park, Florida 33781-3410

Sincerely,

By:


Tyson G. Russum

F. CHESSEB FEB 16 1999

ARTICLES OF INCORPORATION
OF
American Financial Solutions Corporation

The undersigned subscriber to these Articles of Incorporation hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

American Financial Solutions Corporation

ARTICLE II - ADDRESS

The principal address of the corporation shall be:

6822 22nd Avenue North, #283
St. Petersburg, Florida 33710

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - FISCAL YEAR

The Corporation's fiscal year shall be from January 1 to December 31 of the same year.

ARTICLE V - PURPOSES

The general character or nature of the business to be transacted by this Corporation is to perform any and all legal acts as permitted under the laws of the

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United States and Florida.

ARTICLE VI - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any time is 12,000 shares of voting common stock, each having the par value of One Dollar (\$1.00).

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

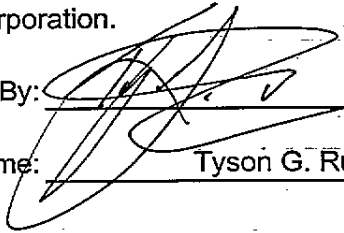
The street address of the initial registered office of the Corporation is:

6822 22nd Avenue North, #283
St. Petersburg, Florida 33710

and the initial Registered Agent of the corporation at such address is:

Tyson G. Russum

Agency Accepted: I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

By: 
Name: Tyson G. Russum

ARTICLE IX - INCORPORATORS

The name and address of each person signing these Articles of

Incorporation is:

NAME	ADDRESS
Tyson G. Russum	6822 22nd Avenue North, #283 St. Petersburg, Florida 33710
Richard F. Stone	6236 17th Avenue North St. Petersburg, Florida 33710

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time but shall never be less than One (1) . The name and address of each initial director is:

NAME	ADDRESS
Tyson G. Russum	6822 22nd Avenue North, #283 St. Petersburg, Florida 33710
Richard F. Stone	6236 17th Avenue North St. Petersburg, Florida 33710

ARTICLE XI - INITIAL OFFICERS

The name and address of each initial officer of the Corporation is:

<u>President</u>	Tyson G. Russum	6822 22nd Avenue North, #283 St. Petersburg, Florida 33710
<u>Vice President</u>	Richard F. Stone	6236 17th Avenue North St. Petersburg, Florida 33710
<u>Secretary</u>	Tyson G. Russum	6822 22nd Avenue North, #283 St. Petersburg, Florida 33710

Treasurer

Tyson G. Russum

6822 22nd Avenue North, #283
St. Petersburg, Florida 33710

ARTICLE XII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIV - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in Special and Regular meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XV - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XVI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions


contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XVII - DATE OF COMMENCEMENT

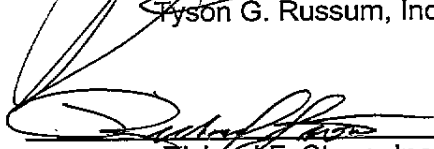
The date of commencement of corporation existence is to commence upon the filing of the Articles of Incorporation herein by the Department of State.

IN WITNESS THEREOF, the undersigned subscriber has executed these

Articles of Incorporation this 11th day of February, 1999



Tyson G. Russum, Incorporator



Richard F. Stone, Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared before me

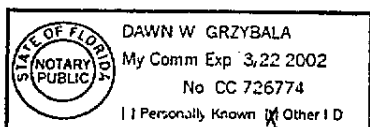
Tyson G. Russum

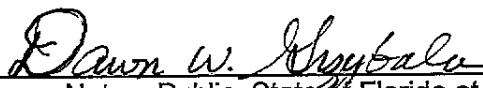
Richard F. Stone

who acknowledged to me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11th day of February, 1999

Seal





Notary Public, State of Florida at Large
DAWN W. GRZYBALA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA