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JUNE 11, 1999

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

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-06/15/99--01020--002
*****122.50 *****78.75

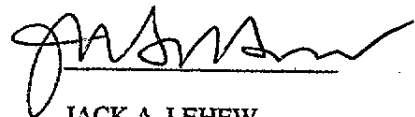
RE: FLORIDA COLLATERAL CORP.

GENTLEMEN:

ENCLOSED, PLEASE FIND THE ORIGINAL AND A COPY OF THE ARTICLES OF INCORPORATION,
TOGETHER WITH MY CHECK IN THE AMOUNT OF \$122.50.

THIS REPRESENTS THE COST OF THE FILING FEES, CERTIFIED COPY OF ARTICLES OF
INCORPORATION AND FEE FOR THE REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED
CORPORATION.

VERY TRULY YOURS,



JACK A. LEHEW
5422 THERESA ROAD
TAMPA, FL 33617

FILED
99 JUN 15 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FLORIDA COLLATERAL CORP.

FILED
99 JUN 15 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to their Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

FLORIDA COLLATERAL CORP.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) of one Dollar(s) (\$ 1.00) per value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME FLORIDA COLLATERAL CORP.
ADDRESS 5422 THERESA ROAD
CITY TAMPA, FL 33615

The name and street address of the Initial Registered Agent of this corporation is:

NAME JACK A. LEHEW
ADDRESS 5422 THERESA ROAD
CITY TAMPA, FLORIDA 33615

ARTICLE VI - INTIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director (s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name (s) and address (es) of the initial director (s) of the corporation are as follows:

NAME JOHN FORGIONE
ADDRESS 1008 TRADE WINDS TRAILS
CITY PALM HARBOR, FLORIDA 34683

ARTICLE VII - INCORPORATORS

The name (s) and address (es) of the incorporators signing these Articles of incorporation are as follows:

NAME JOHN FORGIONE
ADDRESS 1008 TRADEWINDS TRAILS
CITY PALM HARBOR, FLORIDA 34683

IN WITNESS WHEREOF, the undersigned subscriber (s) have executed these Articles of Incorporation this
11 TH day of JUNE, 1999.

INCORPORATOR (S):


(JOHN FORGIONE)

FILED

99 JUN 15 AM 11:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF REGISTERED AGENT
OF
FLORIDA COLLATERAL CORP.**

(NAME OF CORPORATION)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation at

**5422 Theresa Road
Tampa, Florida 33615**

has named **JACK A. LEHEW**
located at the aforesaid address, as its Registered Agent to accept service of process
within the state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.



(JACK A. LEHEW)