

P99000056643

Growth Funding Corp.
105 S. Riverside Drive, Suite 201
Indianapolis, Florida 32903

June 18, 1999

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

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-06/21/99--01054--016
*****70.00 *****70.00

RE: Growth Funding Corp.

Enclosed please find the original and one copy of the articles of incorporation for Growth Funding Corp. and a check for \$70.00 for filing fees. Please file the articles, and stamp and return the copy of the articles to the address above in the enclosed envelope.

Thank you.

Sincerely,



Stanley H. Helm

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Articles of Incorporation

of

Growth Funding Corp.

ARTICLE I

Name and Duration

The name of the Corporation is Growth Funding Corp. The duration of the Corporation is perpetual. The effective date upon which this corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE III

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is One Hundred Thousand (100,000) shares of Common Stock ("Common Stock"), \$0.01 par value.

ARTICLE IV

Board of Directors

1. The number of the members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one.
2. Each director shall serve until the next annual meeting of shareholders. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

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TALLAHASSEE, FLORIDA

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3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of shareholders are as follows:

| <u>Name</u> | <u>Address</u> |
|--------------|---|
| Stanley Helm | 105 S. Riverside Drive, Suite 201 Indialantic, Florida 32903 |

ARTICLE V

Incorporator

The name and mailing address of the incorporator of the Corporation is:

| <u>Name</u> | <u>Address</u> |
|--------------|---|
| Stanley Helm | 105 S. Riverside Drive, Suite 201 Indialantic, Florida 32903 |

ARTICLE VI

Registered Office and Agent

The address of the registered office of the Corporation shall be 105 S. Riverside Drive, Suite 201, Indialantic, Florida 32903. The name of the registered agent at such address is Stanley Helm.

ARTICLE VII

Principal Office

The address of the principal office of the Corporation is 105 S. Riverside Drive, Suite 201, Indialantic, Florida 32903.

ARTICLE VIII

Indemnification

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

IN WITNESS WHEREOF the undersigned has executed these Articles of Incorporation this 18th day of June, 1999.

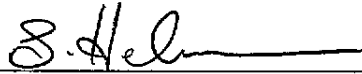


Stanley H. Helm
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been designated registered agent for Growth Funding Corp., a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 18th day of June, 1999.



Stanley H. Helm
Registered Agent

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