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LAW OFFICES OF
JOSEPH R. CIANFRONE, P.A.

Joseph R. Cianfrone

OF COUNSEL

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October 5, 1999

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

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-10/07/99-01049-007

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

Re: Suncoast Loans Inc.

Dear Sir/Madame:

I am enclosing an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$78.75 is enclosed which represents the filing fees and certified copy costs.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your anticipated cooperation in this matter.

Sincerely,

JOSEPH R. CIANFRONE, P.A.

Joseph R. Cianfrone

JRC:mc

Enclosures

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FILED
99 OCT -7 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SUNCOAST LOANS, INC.

ARTICLE I

NAME AND ADDRESS

The name of this corporation is SUNCOAST LOANS, INC. and the principal office address is 2274 S.R. 580, Suite A, Clearwater, FL 33763.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue One Hundred shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1968 Bayshore Boulevard, Dunedin, Florida. The name of the initial Registered Agent of this corporation at that address is JOSEPH R. CIANFRONE.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation will have three directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one (1). The name and address of the initial directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Stephen Prichard	233 Demaret Drive, Dunedin, FL 34698
Kathleen D. Loflin	233 Demaret Drive Dunedin, FL 34698
Kevin J. O'Brien	R.R. 1 Box 525A Henryville, PA 18332

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

Joseph R. Cianfrone

1968 Bayshore Boulevard
Dunedin, FL 34698

ARTICLE VIII

CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to accumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of the corporation.

ARTICLE IX

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized),

including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE X

INDEMNIFICATION

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

ARTICLE XI

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize this corporation to enter into employment contracts with any executive officer for periods longer than one year, and any Article or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XII

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or changes by action of the shareholders.

ARTICLE XIII

AMENDMENT

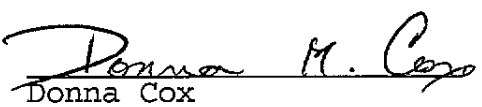
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 5th day of October, 1999.


JOSEPH R. CIANFRONE
INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

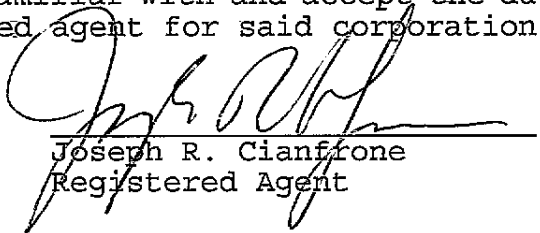
The foregoing Articles of Incorporation were acknowledged before me this 5th day of October, 1999 by Joseph R. Cianfrone, who is personally known to me and who did take an oath.


Donna Cox
NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

FILED
99 OCT -7 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Joseph R. Cianfrone
Registered Agent