

11/24/99
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November 23, 1999

To:

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Tel. No.: (850) 488-9000

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-11/24/99-01061-018
*****87.50 *****87.50

From:

United Capital of North Georgia, Inc.
John E. Parrett, Incorporator
1249 N. Orange Avenue
Orlando, FL 32804
Tel. (407) 422-1000 ext. 100
Fax (407) 897-1331

Re:

United Capital of North Georgia, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$87.50 to cover the cost of the Filing Fee, Certified Copy and Certificate of Status.

Please stamp copy with filing date and return care of pre-paid Airborne Express.

Best regards,


John Parrett, Incorporator
1249 North Orange Avenue
Orlando, FL 32804

Daytime Telephone number: (407) 422-1000 ext. 100

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TALLAHASSEE, FLORIDA
DIVISION OF STATE

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ARTICLES OF INCORPORATION
FOR
United Capital of North Georgia, Inc.

Article 1: NAME

The name of the corporation shall be: **United Capital of North Georgia, Inc.**

Article 2: PRINCIPAL OFFICE

The Principal Place of Business and mailing address of the corporation shall be:

315 Fourteenth Street, Suite 200, Atlanta, GA 30318

Article 3: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **1,000,000** shares of stock.

Article 4: INITIAL REGISTERED AGENT AND STREET ADDRESS

The Registered Agent of the corporation is **John E. Parrett** and the Registered Agent's street address is **1249 North Orange Avenue, Orlando, Florida 32804**

Article 5: BOARD OF DIRECTORS

The initial Board of Directors shall have one member whose name and address is as follows:

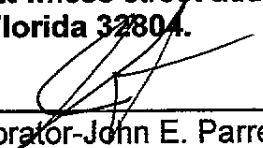
John E. Parrett, 1249 North Orange Avenue, Orlando, Florida 32804

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

Article 6: Incorporator

The Incorporator of this corporation is **John E. Parrett** whose street address is:
1249 North Orange Avenue, Orlando, Florida 32804.

Dated: November 23, 1999



Incorporator-John E. Parrett

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 am familiar with and accept the obligations of my position as registered agent.

Dated: November 23, 1999



Registered Agent-John E. Parrett

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA