

P9600009589/

TRANSMITTAL LETTER

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

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-11/20/96--01087--002
*****70.00 *****70.00

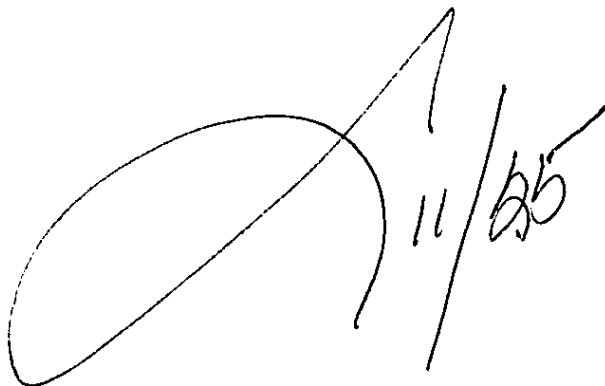
SUBJECT: REMARKETING ASSET CORP.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$70.00.

FROM:

Smitty Smith & Associates, Inc.
Attention: Ms. Smitty Smith
3802 Ehrlich Road, Suite 210
Tampa, Florida 33624

FILED
96 NOV 20 AM 9: 05
SECRETARY OF STATE
TALLAHASSEE FLORIDA


11/25

ARTICLES OF INCORPORATION
OF
REMARKETING ASSET CORP.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Act, hereby adopt(s) the following Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

REMARKETING ASSET CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

13660 Wright Circle
Tampa, Florida 33626

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 Shares

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Ms. Smitty Smith
3802 Ehrlich Road, Suite 210
Tampa, Florida 33624

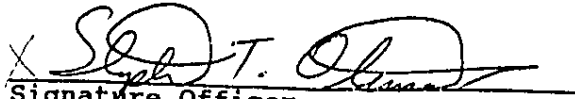
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Stephen T. Oltman II
5026 Seminary Road
Alton, Il. 62002
President

Cynthia M. Oltman
5026 Seminary Road
Alton, Il. 62002
Secretary

The undersigned has (have) executed these Articles of Incorporation this Seventh day of November, 1996.

X 

Signature Officer
Stephen T. Oltman

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

REMARKETING ASSET CORP.

2. The name and address of the registered agent and office is:

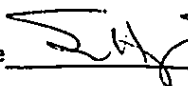
Ms. Smitty Smith
3802 Ehrlich Road, Suite 210
Tampa, Florida 33624

Signature 
(corporate officer)

Title: Stephen T. Oltman
President

Date: 11/07/96

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature 

Date: 11/07/96

REGISTERED AGENT FILING FEE: \$35.00

96 NOV 20 AM 9:05
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

P9600009589/
**ASSET REMARKETING
CORPORATION**



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

April 21, 1997

Dear Division Personnel,

This is to forward Articles of Amendment to the Articles of Incorporation of Remarketing Asset Corporation. A check for the \$35.00 fee has also been enclosed.

The mailing address and telephone number of Asset Remarketing Corporation are:

Asset Remarketing Corporation
13660 Wright Circle
Tampa, FL 33626-3030

(813) 891-6330


Thank you for your assistance.

Sincerely,


Cynthia M. Oltman

FILED
97 APR 29 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
97 APR 29 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REMARKETING ASSET CORP.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

AMEND ARTICLE 1 NAME

THE NEW NAME OF THE CORPORATION

SHALL BE:

ASSET REMARKETING CORP.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A


THIRD: The date of each amendment's adoption: 4/10/97

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____
voting group"
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 4 day of APRIL, 19 97

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

STEPHEN T. OLTMAN
Typed or printed name:

INCORPORATOR PRESIDENT
Title