

P00000005207



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 554072 3487A

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 78.75

ORDER DATE : January 17, 2000

ORDER TIME : 11:31 AM

ORDER NO. : 554072-005

500003100825--8

CUSTOMER NO: 3487A

CUSTOMER: Ms. Laurie Wright  
ICARD MERRILL CULLIS TIMM  
ICARD MERRILL CULLIS TIMM  
2033 Main Street, Suite 600  
P. O. Drawer 4195  
Sarasota, FL 34237

DOMESTIC FILING

NAME: NEWPORT FINANCIAL CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 18 AM 11:41

RECEIVED  
00 JAN 18 AM 10:58  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
NEWPORT FINANCIAL CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 18 AM 11:41

ARTICLE 1. - NAME

The name of the corporation is NEWPORT FINANCIAL CORPORATION.

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the corporation shall initially be at 1225 South View Drive, Sarasota, FL, 34242. The corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the corporation shall be 1225 South View Drive, Sarasota, FL, 34242. The corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 5. - SHARES

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$1.00 per share.

ARTICLE 6. - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE 7. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2033 Main Street, Suite 600, Sarasota, Florida, 34237, and the name of the initial registered agent of this corporation at that address is Icard, Merrill, Cullis, Timm, Furen

& Ginsburg, P.A.; Attention: F. Thomas Hopkins.

ARTICLE 8. - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Ann B. McKenzie  
1225 South View Drive  
Sarasota, FL, 34242

ARTICLE 9. - INCORPORATOR

The name and address of the Incorporator is:

F. THOMAS HOPKINS  
ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.  
2033 Main Street, Suite 600  
Sarasota, Florida 34237

ARTICLE 10. - CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE 11. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and

directors or arising out of their status as such.

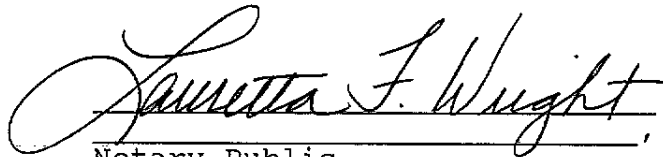
The undersigned Incorporator has executed these Articles of Incorporation on the 14TH day of January, 2000.

  
F. THOMAS HOPKINS

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 14th day of January, 2000, by F. THOMAS HOPKINS, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
Notary Public  
State of Florida at Large  
My Commission Expires:



Lauretta F. Wright  
Commission # CG 806225  
Expires Mar. 14, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS


00 JAN 18 AM 11:41

ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR  
NEWPORT FINANCIAL CORPORATION

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

DATED: January 14, 2000.

ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.

By:   
F. Thomas Hopkins,  
its authorized agent

Registered Agent

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