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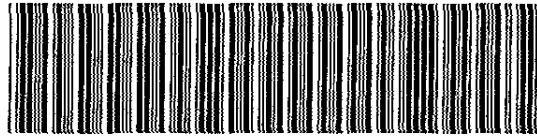
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04 JAN 26 PM 12:41

CLERK OF SUPERIOR COURT
JANUARY 26, 2004

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CHARLES H. BURNS
ATTORNEY AT LAW
Oceanside Professional Centre
1080 E. Indiantown Road
Jupiter, Florida 33477

Telephone: (561) 747-2600

Fax: (561) 575-7642

January 22, 2004

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Incorporation of CROSSPOINTE CAPITAL ADVISORS, Inc.

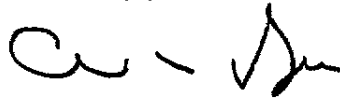
Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for CROSSPOINTE CAPITAL ADVISORS, INC., along with our check in the amount of \$78.75 for the filing fee.

Please return a stamped copy to our office in the self-addressed envelope that has been provided for your convenience.

Should you have any questions or comments, please do not hesitate to call.

Sincerely yours,



Charles H. Burns

CHB/lt

Enclosures
(original and 1 copy)

ARTICLES OF INCORPORATION
OF
CROSSPOINTE CAPITAL ADVISORS, INC.

FILED
04 JAN 26 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FL 32310

I, the undersigned, hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be CROSSPOINTE CAPITAL ADVISORS, INC.

ARTICLE II

The purpose of this corporation and the general nature of the business to be transacted by it shall be:

- (A) To engage in every aspect and phase of the real estate investment, including both residential and commercial, and related financial services business; and,
- (B) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation; to carry on any lawful business whatsoever which will accomplish the purposes or objects of the corporation without limiting or restricting in any manner the powers of this corporation; and to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The capital stock of this corporation shall consist of One Thousand Shares (1,000) shares of common stock having a par value of \$1.00 per share. The whole or any part of the capital stock of the corporation shall be payable in lawful money of the United States

of America, or property, labor, or any form or type of services to be valued by the directors of the corporation at a just and fair valuation as shall be fixed by the directors.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The initial board of directors shall be composed of two (2) directors, which may be increased by the board at any time by resolution. The names and addresses of the initial directors are:

LAURENCE ROBERTS
P.O. BOX 3113
TEQUESTA, FL 33469-3113

ARTICLE VI

The street address of the initial principal office of the corporation shall be 1605 S. U.S. Highway One, V5-206, Jupiter, Florida 33477. The mailing address of the corporation shall be P.O. BOX 3113, TEQUESTA, FL 33469. The directors may from time to time change the registered office and the mailing address of the corporation by resolution.

ARTICLE VII

The names and addresses of the initial officers of this corporation shall be as follows:

LAURENCE ROBERTS
P.O. BOX 3113
TEQUESTA, FL 33469

ARTICLE VIII

LAURENCE ROBERTS, located at the registered office of the corporation, is designated as the registered agent to accept any service of process within this state on

behalf of the corporation. The street address of the initial registered office of the corporation shall be 1605 S. U.S. Highway One, V5-206, Jupiter, Florida 33477.

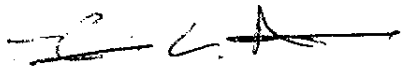
ARTICLE IX

The incorporator of this corporation shall be LAURENCE ROBERTS. The address of the incorporator is P.O. BOX 3113, TEQUESTA, FL 33469.

ARTICLE X

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

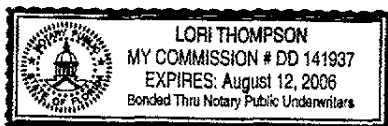
IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Incorporation at Jupiter, Palm Beach County, Florida, for the uses and purposes aforesaid.



LAURENCE ROBERTS

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21st day of January, 2004, by LAURENCE ROBERTS, who did not take an oath.





Notary Public

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

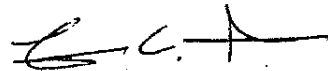
Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office in the State of Florida:

1. The Name of the Corporation is CROSSPOINTE CAPITAL ADVISORS, INC.
2. The name and address of the registered agent and office of same are:

LAURENCE ROBERTS
P.O. BOX 3113
TEQUESTA, FL 33469

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment as such and agree to act in said capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I hereby certify that I am a permanent resident of Florida, residing at 1605 S. U.S. Highway One, V5-206, Jupiter, Florida 33477. I declare that I am familiar with, and hereby accept, the obligations of a registered agent.

EXECUTED this 21st day of January, 2004.



LAURENCE ROBERTS

Registered Agent

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04 JAN 26 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA