

SHEPPARD, BRETT & STEWART, P.A.

ATTORNEYS AT LAW

ONE ANDREWS BUILDING
CORPUS COLLEGE BUILDING
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CORPUS COLLEGE BUILDING

CORPUS COLLEGE BUILDING
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W. A. SHEPPARD (1908-1971)
DORIS K. WOOD (1908-1968)

220 WEST THURGOOD STREET
CORPUS COLLEGE BUILDING

DORIS WOOD (1908-1968)
CORPUS COLLEGE BUILDING

CORPUS COLLEGE BUILDING

TELEPHONE (813) 334-1141
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January 25, 1995
P9500006635

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

Re: Florida Financial of SW Fla, Inc.

Dear Sirs:

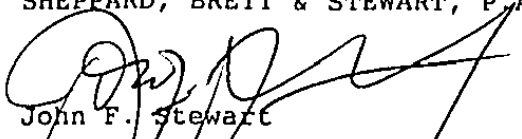
Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 52.50
Resident Agent Fee	\$ 35.00
	<u> </u>
	\$ 122.50

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

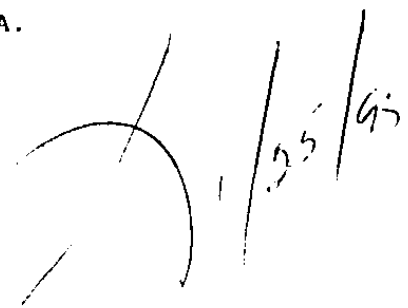
Sincerely yours,

SHEPPARD, BRETT & STEWART, P.A.


John F. Stewart

JFS:dib/
Enclosures

A-3650


1/25/95

ARTICLES OF INCORPORATION
OF
FLORIDA FINANCIAL OF SW FLA, INC.

RECORDED
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THE UNDERSIGNED do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Florida under the corporate name of FLORIDA FINANCIAL OF SW FLA, INC. and hereby set forth and declare:

CHARTER

ARTICLE I

The name of the Corporation shall be FLORIDA FINANCIAL OF SW FLA, INC., located at 4290 Perth Court, North Fort Myers, County of Lee, State of Florida.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The amount of the capital stock of this Corporation shall be One Hundred (100) shares of One Dollar (\$1.00) par value stock, which said stock shall be non-assessable to be held, sold and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the capital stock shall be common stock.

ARTICLE IV

The Corporation shall commence business upon execution of the Articles of Incorporation.

ARTICLE V

The Corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

ARTICLE VI

The principal place for the transaction of its business shall be 4290 Perth Court, in the City of North Fort Myers, County of Lee, State of Florida. That said Corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the Corporation may, by resolution, designate.

ARTICLE VII

The Corporation shall have a Board of two (2) Directors and may be increased to not more than three (3) Directors. The number of Directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the By-Laws.

ARTICLE VIII

The officers by whom the business of said Corporation shall be conducted shall be a President, who shall be a Director, a Vice President, a Secretary and Treasurer, and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. The names and post office addresses of the officers and first Board of Directors who shall conduct the business of the Corporation until their successors

are elected and qualified following the first meeting of shareholders shall be:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
MICHAEL C. KAROL	Vice President/ Secretary	1921 S. E. 6th Lane Cape Coral, Florida 33990
ROBERT C. DORSEY	President/ Treasurer	4290 Porth Court No. Ft. Myers, Florida 33903

ARTICLE IX

The names and post office addresses of such subscribers of these Articles of Incorporation, with the amount of stock subscribed for and agreed to be taken by each are as follows:

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>ADDRESS</u>
MICHAEL C. KAROL	50 Shares	1921 S. E. 6th Lane Cape Coral, Florida 33990
ROBERT C. DORSEY	50 Shares	4290 Perth Court No. Ft. Myers, Florida 33903

ARTICLE X

The Directors and officers shall be elected by the shareholders at their annual meeting, which will be held at the principal office of the Corporation, or at such other place as may be provided by the By-Laws, or may otherwise be agreed upon on the first Saturday of the month immediately following the end of the Corporation's fiscal year of each and every year and the annual Directors meeting shall be held immediately after the adjournment of the annual shareholders meeting.

ARTICLE XI

The amount of indebtedness or liability to which the Corporation at any time may subject itself shall be unlimited.

ARTICLE XII

The street address of the initial registered office of this Corporation is 4290 Perth Court, North Fort Myers, Florida 33903, and the name of the initial registered agent of this Corporation at that address is: ROBERT C. DORSEY. By executing these Articles, the initial registered agent acknowledges that he is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

ARTICLE XIII

The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the shareholders or the Directors. The shareholders may amend, alter or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the shareholders.

ARTICLE XIV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any Directors present in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

ARTICLE XV

Each Director and officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a Director or officer of the Corporation, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such officer or Director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such Director or officer.

IN WITNESS WHEREOF, we, the undersigned, being each and all of the original subscribers to the capital stock hereinbefore mentioned and the incorporator(s) of the the Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, do make, subscribe, acknowledge, and file the foregoing Articles of Incorporation, hereby jointly and severally certifying that the facts therein stated are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at

the consideration stated, and accordingly set our hands and seals at Fort Myers, Lee County, Florida, this 20th day of January, 1995.

Michael C. Karol
Michael C. Karol, Incorporator

[Signature]
Robert C. Dorsey, Incorporator

STATE OF FLORIDA

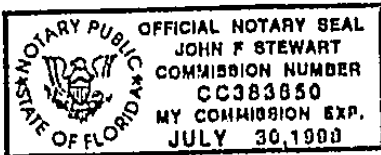
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 20th day of January, 1995, by MICHAEL C. KAROL and ROBERT C. DORSEY, () who are personally known to me or () who produced NI/A as identification.

[Signature]
Notary Public
Printed Names of Notary: John F Stewart

(SEAL)

Comm. Exp. Date: 7-30-98
Comm. Number:



TALLAHASSEE, FLORIDA
95 JAN 23 AM 9:20
[Stamp]