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OLLE, MACQUEEN & ZORRILLA, P.A.  
ATTORNEYS AT LAW  
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MIAMI, FLORIDA 33131  
(305) 358-0900  
TELEFAX (305) 358-0017

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April 4, 1996

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

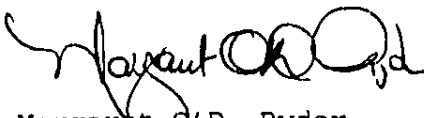
EMBASSY FINANCIAL SERVICES, INC.

Gentlemen:

Enclosed for filing with the Division of Corporations are the Articles of Incorporation of the captioned corporation. Also enclosed is a check in the amount of \$122.50, payable to the Florida Secretary of State, to cover the required filing fee.

Please return the certified copy of the Articles to me in the enclosed self-addressed, stamped envelope.

Sincerely,



Margaret O'D. Ryder  
Legal Assistant

MODR

Enclosures

CC: Allen C. Harper (w/enc)

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ARTICLES OF INCORPORATION  
OF  
EMBASSY FINANCIAL SERVICES, INC.

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ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Embassy Financial Services, Inc. Its business mailing address is 1360 South Dixie Highway, Coral Gables, Florida 33146.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE V - INITIAL  
REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be Olle, Macaulay & Zorrilla, P.A., 1402 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Dennis J. Olle, who upon accepting this designation agrees to comply with

the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

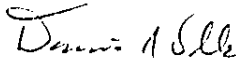
The initial Board of Directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Allen C. Harper	1360 South Dixie Highway Coral Gables, Florida 33146
Ronald A. Shuffield	1360 South Dixie Highway Coral Gables, Florida 33146
James E. Newmeyer	1360 South Dixie Highway Coral Gables, Florida 33146

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

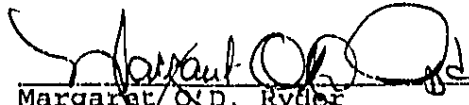
<u>Name</u>	<u>Address</u>
Dennis J. Olle	1402 Miami Center 201 South Biscayne Boulevard Miami, Florida 33131

  
\_\_\_\_\_  
Dennis J. Olle, Incorporator

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF DADE )

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The foregoing Articles of Incorporation of Embassy Financial Services, Inc. were acknowledged before me this 4th day of April, 1996, by Dennis J. Olle, as Incorporator, who is personally known to me.

  
Margaret O'D. Ryder  
Notary Public, State of Florida

My Commission Expires:

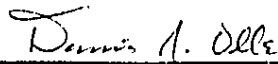


(Seal)

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Embassy Financial Services, Inc. at the place designated in the Articles of Incorporation, Dennis J. Olle agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: April 4, 1996

  
Dennis J. Olle