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HAMPTON, STODDARD & GRIFFIN

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

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205 N. PARSONS AVENUE
BRANDON, FLORIDA 33510
PLEASE REPLY TO:
915 OAKFIELD DRIVE, SUITE F
BRANDON, FLORIDA 33511

December 13, 1996

Secretary of State
P. O. Box 6327
Tallahassee, Florida 32314

RE: Roe Financial Corporation

EFFECTIVE DATE
1-1-97

300002031103--8
-12/17/96--01113--004
*****70.00 *****70.00

Dear Madame:

Enclosed for filing are Articles of Incorporation for the above-referenced corporation and a check for \$75 to cover the filing fees.

Thank you for your courtesies.

Very truly yours,

Ralph Stoddard
Ralph C. Stoddard

RCS/skc

Enclosure

FILED
96 DEC 17 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-1-97

ARTICLES OF INCORPORATION
OF
ROE FINANCIAL CORPORATION

FILED
96 DEC 17 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby subscribe to and form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

1.01 The name of the corporation is Roe Financial Corporation.

ARTICLE II

NATURE OF BUSINESS

2.01 The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

CAPITAL STOCK

3.01 The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is Seven Thousand (7,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. Said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the stockholders at a meeting called for that purpose.

ARTICLE IV

CORPORATE EXISTENCE

4.01 Commencement - The date when corporate existence shall commence shall be January 1, 1997.

4.02 Duration - This corporation shall exist perpetually until dissolved according to law.

ARTICLE V

PRINCIPAL OFFICE

5.01 Principal Office - The post office address of the principal office of this corporation in the State of Florida is

304 West Wheeler, Seffner, FL 33584

ARTICLE VI

NUMBER OF DIRECTORS

6.01 The number of directors of this corporation shall be not less than one (1). The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

NAME AND ADDRESS OF THE BOARD OF DIRECTORS

7.01 Designation - the name, post office addresses and street addresses of the first board of directors who shall serve until the first annual meeting, or until their successors shall have been elected and qualified are:

Linda R. Roe, 304 West Wheeler, Seffner, FL 33584

ARTICLE VIII
INCORPORATOR

8.01 The name and address of the incorporator to these Articles of Incorporation is:

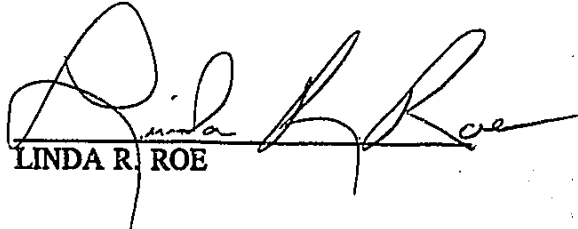
Linda R. Roe, 304 West Wheeler, Seffner, FL 33594

ARTICLE IX
INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Linda R. Roe, 304 West Wheeler, Seffner, FL 33594

The undersigned has executed these Articles of Incorporation this 13th day of
December, 1996.


LINDA R. ROE

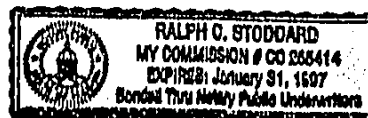
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13 day of December,
1996, by Linda R. Roe,

who is personally known to me or
 who produced FL. D.L. _____ as identification

and who did/~~did not~~ take an oath.


NOTARY PUBLIC, State of Florida



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 agent, in the State of Florida.

1. The name of the corporation is: Roe Financial Corporation
2. The name and address of the registered agent and office is:

Linda R. Roe, 304 West Wheeler, Seffner, FL 33584

SIGNATURE

TITLE

DATE

Linda R. Roe
President
12/13/96

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

Linda R. Roe
12/13/96

FILED
96 DEC 17 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA