

997000019228

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

53739

RE: Commerce Financial Corporation

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

97 MAR -3 AM 11:30

RECEIVED
 TALLAHASSEE, FLORIDA

MAR MAR - 3 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	_____	_____	_____

WALK-IN 3/3 12:00
 Will Pick Up _____

	C.C. FEE.	DISBURSED
Capital Express™	_____	_____
Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> Gen. Copy(3)	_____	_____
Art. of Amend. File	_____	_____
Dissolution/Withdrawal	_____	_____
C U S-	_____	_____
Fictitious Name File	_____	_____
Name Reservation	_____	_____
Annual Report/Reinstatement	_____	_____
Reg. Agent Service	_____	_____
Document Filing	_____	_____
Corporate Kit	_____	_____
Vehicle Search	_____	_____
Driving Record	_____	_____
Document Retrieval	_____	_____
UCC 1 or 3 File	_____	_____
UCC 11 Search	_____	_____
UCC 11 Retrieval	_____	_____
File No.'s, _____ Copies	_____	_____
Courier Service	_____	_____
Shipping/Handling	_____	_____
Phone ()	_____	_____
Top Priority	_____	_____
Express Mail Prep.	_____	_____
FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

RECEIVED
 96 MAR -3 AM 9:55

Please remit Invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
COMMERCE FINANCIAL CORPORATION

FILED
97 MAR -3 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be:

COMMERCE FINANCIAL CORPORATION

ARTICLE II - Business and Activities

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - Capital Stock

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV Term of Existence

The effective date upon which this corporation shall come into existence shall be upon the filing of these Articles with the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Corporate Office
Initial Registered Office and Agent

The street address of the initial corporate office of this corporation is 2221 Lee Road, Suite 17, Winter Park, Florida 32789 and the name of the initial Registered Agent is Bryan M. Thomas, 2221 Lee Road, Suite 17, Winter Park Florida 32789.

ARTICLE VI Directors

- A. The initial number of Directors of this corporation shall be one (1).
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this corporation. In no event, however, shall the number of Directors be less than one (1).
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the *Board of Directors*.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this corporation or until their successors are elected or appointed and have qualified, is:

<u>Name</u>	<u>Address</u>
Bryan M. Thomas	2221 Lee Road, Suite 17 Winter Park, Florida 32789

- F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this corporation for any cause deemed sufficient by such Shareholders.
- G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporator

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

<u>Name</u>	<u>Address</u>
Bryan M. Thomas	2221 Lee Road, Suite 17 Winter Park, Florida 32789

ARTICLE VIII Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

ARTICLE IX Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

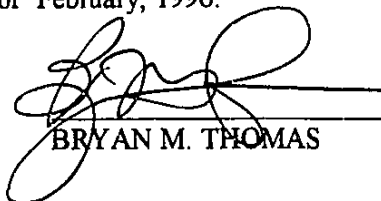
ARTICLE X By-Laws

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Shareholders or the Board of Directors of this corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

ARTICLE XI No Preemptive Rights

No shareholder of this corporation shall have any preemptive or preferential right, as there are defined by law, to subscribe for or purchase shares or securities which the corporation may from time to time issue or sell.

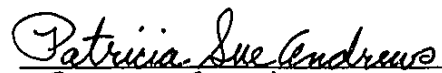
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of February, 1996.



BRYAN M. THOMAS

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28th day of February, 1996, by BRYAN M. THOMAS, who is personally known to me ~~or who has~~ produced _____ as identification, and who did not take an oath.


Typed Name: PATRICIA SUE ANDREWS
Notary Public

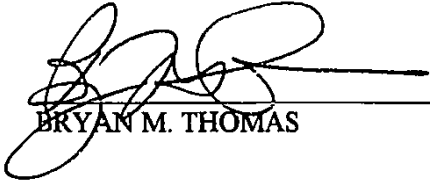
My Commission Expires:



PATRICIA SUE ANDREWS
My Commission CC370952
Expires Jun. 06, 1998
Bonded by ANB
800-852-6878

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of COMMERCE FINANCIAL CORPORATION.


BRYAN M. THOMAS

FILED
97 MAR -3 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA