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ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON

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Certification
****Board Certified Business Litigation Lawyer

Please refer to our file number:

Writer's direct line:

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Sarasota

May 22, 1997

Bureau of Corporate Records
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

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-05/27/97--01000--008
****122.50 ****122.50

Re: H.S. Financial, Inc.

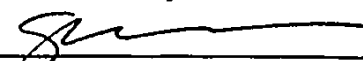
Dear Sir or Madam:

Enclosed please find original and duplicate of Articles of Incorporation for the referenced Corporation, together with a check in the amount of \$122.50 to cover the following:

Filing of the Articles	\$35.00
Certified Copy of the Articles	52.50
Registered Agent	35.00

Please return the certified copy of the Articles of Incorporation to the undersigned.

Very truly yours,


Catha Kennedy Milhorn
Corporate Paralegal

DSD:gkm
Enclosures

(DSD:gkm\State.Art)

FILED
97 MAY 27 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK
5/29/97

FILED
97 MAY 27 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

H.S. FINANCIAL, INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

H.S. FINANCIAL, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

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

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

1961 Floyd Street
Suite A
Sarasota, Florida 34239

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and street address of the registered office of this Corporation is:

Herbert Silverstein 1961 Floyd Street
Suite A
Sarasota, Florida 34239

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Herbert Silverstein 1961 Floyd Street
Suite A
Sarasota, Florida 34239

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

FILED

97 MAY 27 AM 9:48

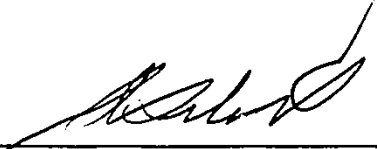
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator is:
Articles of Incorporation is:

Herbert Silverstein 1961 Floyd Street
Suite A
Sarasota, Florida 34239

The undersigned has executed these Articles this 15 day
of April, 1997.



Herbert Silverstein

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for H.S. FINANCIAL, INC. at the place designated in the Articles, 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.

4/15/97

Date



Herbert Silverstein
Registered Agent