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THE UNITED STATES
CORPORATION
COMPANY

97 OCT 16 PM 1:30

ACCOUNT NO. : 072100000032

REFERENCE : 567275 4303929

AUTHORIZATION : Patricia Pizich

COST LIMIT : \$ 122.50

ORDER DATE : October 16, 1997

ORDER TIME : 11:21 AM

ORDER NO. : 567275-005

CUSTOMER NO. : 4303929

500002322125--7

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
21st Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: OASIS FINANCIAL CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (1) CERTIFIED COPY
XX (1) PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

FILED
97 OCT 16 PM 2:07
CLERK OF STATE
TALLAHASSEE, FLORIDA

SN OCT 16 1997

**ARTICLES OF INCORPORATION
OF
OASIS FINANCIAL CORP.**

FILED
97 OCT 16 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is OASIS FINANCIAL CORP., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 4840 S.W. 80th Street, Miami, Florida 33143.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 4840 S.W. 80th Street, City of Miami, County of Dade, State of Florida 33143 and the name of its initial registered agent at such office is Russ Oasis.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the

name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Russ Oasis
4840 S.W. 80th Street
Miami, Florida 33143

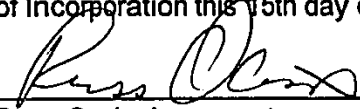
ARTICLE VII

The name of the Incorporator is Russ Oasis and the address of the Incorporator is 4840 S.W. 80th Street, Miami, Florida 33143.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

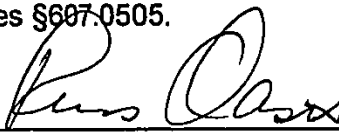
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 15th day of October, 1997.



Russ Oasis, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of OASIS FINANCIAL CORP. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Russ Oasis

Dated: October 15, 1997

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97 OCT 16 PM 2:08
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TALLAHASSEE, FLORIDA