



THE UNITED STATES
CORPORATION
COMPANY

P9900055170

FILED

99 JUN 15 PM 12:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 274924 7119882

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70

ORDER DATE : June 15, 1999

ORDER TIME : 1:31 PM

ORDER NO. : 274924-005

CUSTOMER NO: 7119882

700002905637--4

CUSTOMER: Ms. Ella Marcum
DREIER & BARITZ
DREIER & BARITZ
Suite 401
150 East Palmetto Park Road
Boca Raton, FL 33432

DOMESTIC FILING

NAME: ARC FINANCIAL GROUP, INC.

SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

PH 6/17/99

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUN 15 PM 2:23

RECEIVED

10041-6687



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 15, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: ARC FINANCIAL GROUP, INC.
Ref. Number: W99000014001

RESUBMIT

Please give original
submission date as file date.

We have received your document for ARC FINANCIAL GROUP, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 899A00032230

RECEIVED
99 JUN 17 AM 10:42
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ARC FINANCIAL SERVICES, INC.

FILED

99 JUN 15 PM 12:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, this Corporation adopts the following articles of incorporation:

ARTICLE I - NAME OF CORPORATION:

The name of the corporation shall be **ARC FINANCIAL SERVICES, INC.**

ARTICLE II - PRINCIPAL OFFICE:

The principal place of business and mailing address of the corporation shall be:

150 East Palmetto Park Road, Suite 401
Boca Raton, FL 33432

ARTICLE III - SHARES:

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 IV - INITIAL DIRECTORS AND OFFICERS:

The business of the corporation shall be managed by a Board of Directors. There shall be two (2) directors, initially. The number of Directors may be increased, and after such increase, decreased from time to time by bylaws adopted by the shareholders. In no event shall the number of Directors be less than one. The names, respective titles and addresses of the initial directors and officers of the corporation are:

<u>Name:</u>	<u>Title:</u>	<u>Address:</u>
Joseph Conti	President and Secretary	150 E. Palmetto Park Rd. Suite 401 Boca Raton, FL 33432
Joseph Giuliano	Vice President and Treasurer	150 E. Palmetto Park Rd. Suite 401 Boca Raton, FL 33432

ARTICLE V - INDEMNIFICATION:

Any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or

investigative, and whether or not brought by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the corporation (unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct), against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding including any appeal thereof. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized by this Article. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any such person may otherwise be entitled apart from this Article.

ARTICLE VI - BYLAWS:

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and address of the initial registered agent is:

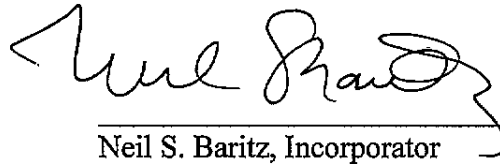
Neil S. Baritz, Esquire
Dreier & Baritz
150 East Palmetto Park Road, Suite 401
Boca Raton, FL 33432

ARTICLE VIII - INCORPORATOR:

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

Neil S. Baritz, Esquire
Dreier & Baritz
150 East Palmetto Park Road, Suite 401
Boca Raton, FL 33432

The undersigned incorporator has executed these Articles of Incorporation this 14th day June, 1999.


Neil S. Baritz, Incorporator

I, Neil S. Baritz, am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Neil S. Baritz, Registered Agent

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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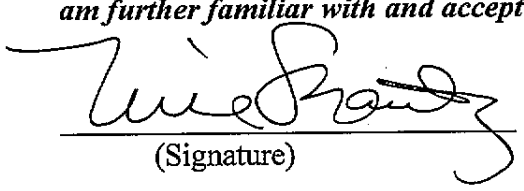
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE
OF FLORIDA.**

1. The name of the corporation is ARC FINANCIAL SERVICES, INC.
2. The name and address of the registered agent and office is:

Neil S. Baritz
Dreier & Baritz
150 East Palmetto Park Road, Suite 401
Boca Raton, FL 33432

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 further familiar with and accept the obligations of my position as registered agent.


(Signature)

6/14/99
(Date)