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FRAZIER, HOTTE & ASSOCIATES, P.A.

ATTORNEYS AT LAW

ROBERT W. FRAZIER, Jr., Esq.
JOHN F. HOTTE, Esq.

Of Counsel:
Me DANIEL HOTTE', LLL
*admitted to practice
only in the Province
of Quebec, Canada

February 24, 2000

Secretary of State
State of Florida
Division of Corporation
The Capitol
Tallahassee, Florida 32302

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IN RE: P.O.A. FINANCIAL CORP., a Florida corporation

Gentlemen:

Enclosed herewith please find duplicate original Articles of Incorporation for P.O.A. FINANCIAL CORP., together with our check in the amount of \$87.50, which represents \$70.00 for filing fee, \$8.75 for certified copy of the Articles and \$8.75 for a Certificate of Incorporation.

Please return a certified copy of the Articles, after filing, to the undersigned.

Should you require further assistance, or if you might have any questions or comments regarding the foregoing, please do not hesitate to contact me.

Sincerely,


Linda M. Lacertosa, secretary to
JOHN F. HOTTE, ESQ.

lrl:encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

P.O.A. FINANCIAL CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

P.O.A. FINANCIAL CORP.

The address of the principal office of this corporation shall be 2400 East Commercial Boulevard, Suite 826, Fort Lauderdale, Florida 33308 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The purpose of this Corporation is to engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum 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 \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be 2400 East Commercial Boulevard, Suite 826, Fort Lauderdale, Florida 33308 and the name

of the initial registered agent of this Corporation at this address is John F. Hotte.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one director, initially, The name and street address of the initial member of the Board of Directors is:

John F. Hotte, Esq.
2400 East Commercial Boulevard
Suite 826
Fort Lauderdale, Florida 33308

ARTICLE VII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are appointed or elected is:

President/Secretary: JOHN F. HOTTE
2400 East Commercial Boulevard
Suite 826
Fort Lauderdale, Florida 33308


ARTICLE VIII. INCORPORATOR

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

John F. Hotte, Esq.
2400 East Commercial Boulevard
Suite 826
Fort Lauderdale, Florida 33308

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this

24th day of February, 2000.


JOHN F. HOTTE

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I, JOHN F. HOTTE, having a place of business at 2400 East Commercial Boulevard, Suite 826, Fort Lauderdale, Florida 33308 and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


JOHN F. HOTTE, ESQ.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA