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July 14, 2000

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

8000003331233-2
-07/21/00-01044-002
*****70.00 *****70.00

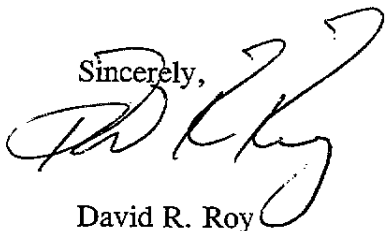
Re: SOUTH HARBOUR FINANCIAL, INC.

Dear Sir/Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation along with a check for \$70.00 to cover the filing fees for the above referenced corporation.

If there are any problems, do not hesitate to contact me.

Sincerely,



David R. Roy

DRR/tk
Enclosure

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00 JUL 21 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

af 7/25

**ARTICLES OF INCORPORATION
SOUTH HARBOUR FINANCIAL, INC.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be SOUTH HARBOUR FINANCIAL, INC.

ARTICLE II

The duration of the corporation shall be perpetual unless dissolved according to the laws of the State of Florida.

ARTICLE III

The corporation may engage in or transact any or all lawful activities or business permitted under the laws of the State of Florida.

ARTICLE IV

The principal place of business of this corporation shall be 1050 S. Federal Hwy., Suite 125, Delray Beach, FL 33483.

ARTICLE V

The mailing address of the corporation shall be 1050 S. Federal Hwy., Suite 125, Delray Beach, FL 33483.

ARTICLE VI

The corporation shall have four (4) officers, being that of President, Vice-President, Treasurer and Secretary. The name and address of these officers are as follows:

Lawrence Gregory Dawson, President/Secretary
3 Harbour Drive South
Ocean Ridge, FL 33435

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00 JUL 21 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Warren J. Heeg, Vice-President/Treasurer
2170 NE 5th Avenue
Boca Raton, FL 33431

ARTICLE VII

The name and address of the incorporators to these Articles of Incorporation are:

Lawrence Gregory Dawson
3 Harbour Drive South
Ocean Ridge, FL 33435

Warren J. Heeg
2170 NE 5th Avenue
Boca Raton, FL 33431

ARTICLE VIII

The number of shares that the corporation shall be authorized to have outstanding is One Thousand (1,000) with a par value of \$1.00 which have been issued to the following persons in the following manner.

Lawrence Gregory Dawson
Shares: 500

Warren J. Heeg
Shares: 500

ARTICLE IX

The corporation shall have an initial Board of Directors consisting of the following members whose names and addresses are as listed below:

Lawrence Gregory Dawson
3 Harbour Drive South
Ocean Ridge, FL 33435


Warren J. Heeg
2170 NE 5th Avenue
Boca Raton, FL 33431

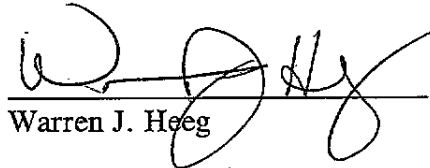
ARTICLE X

The name and address of this corporation initial registered agent is:

DAVID R. ROY, P.A.
4209 N. Federal Hwy.
Pompano Beach, FL 33064

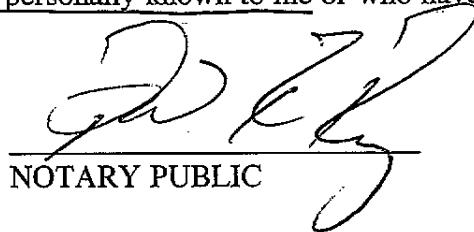
IN WITNESS WHEREOF, the undersigned incorporator, has signed these Articles of Incorporation for the purpose of forming this corporation under the laws of the State of Florida, and he hereby makes, subscribes, acknowledges and files in the office of the Secretary of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true, this 17 day of July, 2000.


Lawrence Gregory Dawson


Warren J. Heeg

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 17 day of July, 2000, by Lawrence Gregory Dawson and Warren J. Heeg, who are personally known to me or who have produced their driver's licenses as identification.


NOTARY PUBLIC



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

Pursuant to the provisions of Sections 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

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

David R. Roy, P.A.
4209 N. Federal Hwy.
Pompano Beach, FL 33064

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



David R. Roy
Registered Agent

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00 JUL 21 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FL 32399