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JOEL H. FELDMAN
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LAWRENCE K. FAGAN

MERIDETH WATSON
CERTIFIED LEGAL ASSISTANT

January 9, 2001

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400003538684--2
-01/16/01--01123--004
*****122.50 *****78.75

Re: FSW Financial Services, Inc.

Dear Clerk:

Enclosed please find check # 5566 in the amount of \$122.50 representing the filing fee for the enclosed Articles of Incorporation.

Please forward acknowledgment of filing to this office.

Very truly yours,



Merideth Watson
Certified Legal Assistant

MW/pt
Enclosure

FILED
01 JAN 16 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSER JAN 18 2000

ARTICLES OF INCORPORATION
OF
FSW FINANCIAL SERVICES, INC.

FILED
01 JAN 19 AM 11:27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE I. NAME. The name of the corporation is FSW FINANCIAL SERVICES, INC. with its principal place of business at 2888 NW 30th St., Boca Raton, FL 33434.

ARTICLE II. DURATION. The duration of the corporation is perpetual.

ARTICLE III. PURPOSE. The corporation is organized in order to engage in any 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 IV. DIRECTORS. There shall be two (2) members of the initial Board of Directors of the corporation, who will serve until the first election of Directors. The names and addresses of the initial Directors are as follows:

FREDERICK S. WEINSTEIN	2888 NW 30 th St. Boca Raton, FL 33434
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DAVID ZUGMAN	2888 NW 30 th St. Boca Raton, FL 33434
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ARTICLE V. OFFICERS. The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

FREDERICK S. WEINSTEIN President	2888 NW 30 th St. Boca Raton, FL 33434
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DAVID ZUGMAN Secretary	2888 NW 30 th St. Boca Raton, FL 33434
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ARTICLE VI. REGISTERED AGENT. The initial registered agent of the corporation shall be located at 2888 NW 30th St., Boca Raton, FL 33434. The initial registered agent of the

corporation at that address shall be FREDERICK S. WEINSTEIN.

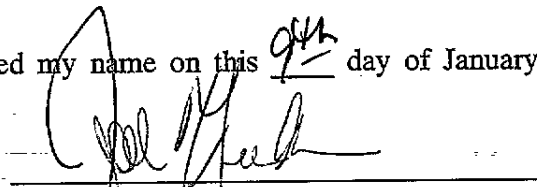
ARTICLE VII. CAPITAL STOCK. The maximum number of shares that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE VIII. SUBSCRIBER. The name and street address of the subscriber to these Articles of Incorporation is JOEL H. FELDMAN, Joel H. Feldman, P.A., 401 Camino Gardens Blvd., Boca Raton, FL 33432.

ARTICLE IX. ACCEPTANCE OF REGISTERED AGENT. I, FREDERICK S. WEINSTEIN, hereby accept appointment as Registered Agent of FSW FINANCIAL SERVICES, INC.


FREDERICK S. WEINSTEIN

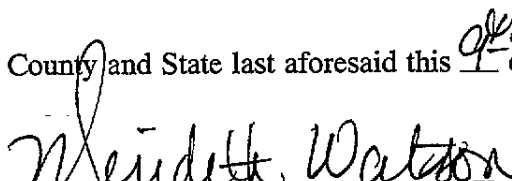
IN WITNESS WHEREOF, I have subscribed my name on this 9th day of January, 2001.

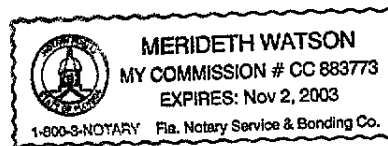

JOEL H. FELDMAN

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared FREDERICK S. WEINSTEIN, to me known to be the person described in and who executed the foregoing instrument, acknowledged before me that he executed the same for the purposes therein expressed and who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 9th day of January, 2001.


NOTARY PUBLIC

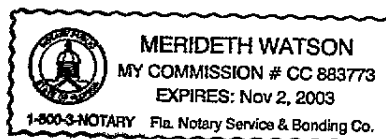


STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JOEL H. FELDMAN, to me known to be the person described in and who executed the foregoing instrument, acknowledged before me that he executed the same for the purposes therein expressed and who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 9th day of January, 2001.

Merideth Watson
NOTARY PUBLIC



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN 16 AM 11:27

FILED