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AUTHORIZATION : *Patricia Pizeto*
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FILED
2002 APR 11 PM 4:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : April 11, 2002

ORDER TIME : 1:01 PM

ORDER NO. : 524060-005

CUSTOMER NO: 83522A

9000005255529--0

CUSTOMER: Luciano Isla, Esq
Luciano Isla, Esq

Suite 300
1790 W. 49th Street
Hialeah, FL 33012

DOMESTIC FILING

NAME: FLORIDA ONE FINANCIAL GROUP,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133
EXAMINER'S INITIALS:

RECEIVED
02 APR 11 PM 3:16
DIVISION OF CORPORATION

JR
4/11/02

**ARTICLES OF INCORPORATION
OF
FLORIDA ONE FINANCIAL GROUP, INC.**

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TALLAHASSEE FLORIDA

**ARTICLE I - NAME
FLORIDA ONE FINANCIAL GROUP, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) Shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to the others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE**

The street address of the initial registered office/principal office of this corporation is 1790 West 49th Street, Suite 300, Hialeah Florida 33012, and the name of the initial registered agent of this corporation at that address is Armando Palma, Jr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws.

The name(s) and address(es) of the initial Board of Directors of this corporation is/are:

<u>NAME</u>		<u>ADDRESS</u>
Armando Palma, Jr.	P/S/D	1790 W. 49 th St., Suite 300 Hialeah, FL 33012

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME

Armando Palma, Jr.

ADDRESS

**1790 W. 49th St., Suite 300
Hialeah, FL 33012**

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by Law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 9 day of April, 2002.


ARMANDO PALMA, JR.

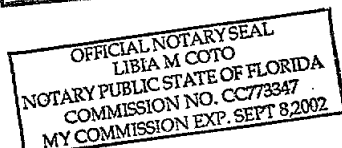
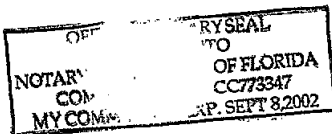
STATE OF FLORIDA

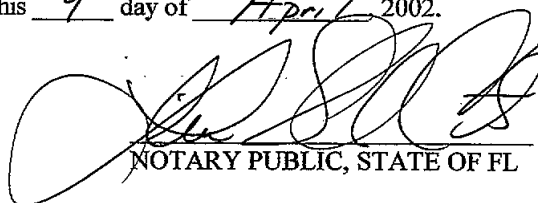
COUNTY OF DADE

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared **ARMANDO PALMA, JR.**, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 9 day of April, 2002.

My Commission Expires:




NOTARY PUBLIC, STATE OF FL

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

FIRST -- THAT **FLORIDA ONE FINANCIAL GROUP, INC.**, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF HIALEAH, STATE OF FLORIDA, HAS NAMED ARMANDO PALMA, JR., LOCATED AT 1790 WEST 49TH STREET, SUITE 300, HIALEAH, FL 33012, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

BY: 

TITLE: President

DATE: 4-9-02

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE: 

DATE: 4-9-02

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