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LAW OFFICES
JEROME L. TEPPS, P.A.
2787 EAST OAKLAND PARK BLVD., SUITE 202
FORT LAUDERDALE, FLORIDA 33306

TELEPHONE: 954-563-2852
TELECOPIER: 954-563-8357

FEDERAL COURT TRIAL BAR
CIRCUIT COURT MEDIATOR
COUNTY COURT MEDIATOR

December 18, 2002

**Federal Express Delivery
Airbill #836673565510**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, Florida 32399
ATTENTION: BETH REGISTER

Re: BOCA LAKES FINANCIAL, INC.

Dear Beth:

Per my conversation today with Bobbi, enclosed is my check
03440 in the amount of \$122.50 representing filing fee for
Boca Lakes Financial, Inc. Please call me to confirm receipt.

Thank you.

Sincerely yours,


Jerome L. Tepp, Esq.

JLT/ps
Enclosures: as noted

Phyllis

BP 12/2

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ARTICLES OF INCORPORATION OF
BOCA LAKES FINANCIAL, INC.

ARTICLE I

NAME

The name of the corporation is BOCA LAKES FINANCIAL, INC.

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

This corporation shall commence on the date of filing with the Secretary of State. This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

ARTICLE V

CORPORATE OFFICE

The address of the corporate office is 2787 East Oakland Park Blvd., Fort Lauderdale, Florida 33306 or as otherwise reflected in the annual report.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2787 East Oakland Park Blvd., Suite 202, Fort Lauderdale, Florida 33301 and the name of the initial Registered Agent of this corporation at that address is Jerome L. Teppes.

ARTICLE VII

INITIAL BOARD OF DIRECTOR/INCORPORATOR

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one nor more than three. The name and address of the initial director of this corporation is:

NAME

JEROME L. TEPPES

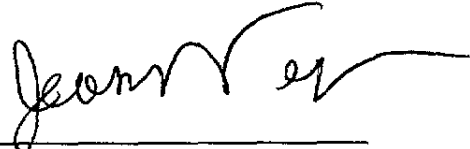
ADDRESS

2787 East Oakland Park Blvd.
Fort Lauderdale, Florida 33306

ARTICLE VIII
INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17 day of December, 2002.

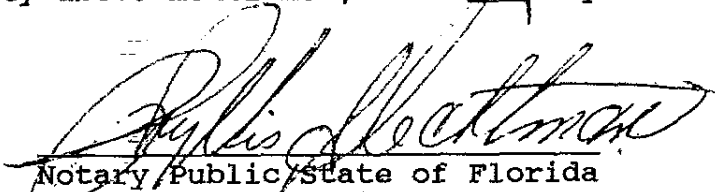


JEROME L. TEPPS

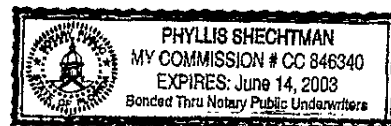
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JEROME L. TEPPS known to me and known by me or who produced N/A as identification, who did take an oath, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State of County above mentioned, this 17 day of December, 2002.



Notary Public/State of Florida
my commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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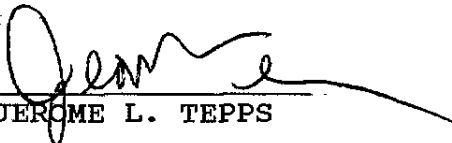
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Section 48.091 and Section 607.034(3), Florida
Statutes, the following is submitted in compliance with said
Sections:

BOCA LAKES FINANCIAL, INC. desires to organize under the
Laws of the State of Florida with its registered office as
indicated in the Articles of Incorporation at 2787 East Oakland
Park Blvd., Suite 202, Fort Lauderdale, Florida 33306 and has
named JEROME L. TEPPS located at 2787 East Oakland Park Blvd.,
Suite 202, Fort Lauderdale, Florida 33306 as its Agent to accept
service of process within this State.

CONSENT OF REGISTERED AGENT

Having been named to accept service of process for the above
named corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with
the provisions of said Sections relative to keeping open said
office.


JEROME L. TEPPS