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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

((H95000000148)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: FLAGLER FINANCIAL, INC.
FAX AUDIT NUMBER: H95000000148 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/05/1995 TIME REQUESTED: 11:34:53
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.60 ACCOUNT NUMBER: 072450003255

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
FOR
FLAGLER FINANCIAL, INC.

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BY THESE ARTICLES OF INCORPORATION, the Incorporator form
this corporation for profit under Florida Law.

SECTION I

The name of the corporation shall be Flagler Financial,
Inc..

SECTION II

This corporation shall be authorized to transact any and
all lawful business for which corporations may be incorporated
under Florida Law.

SECTION III

This corporation is authorized to issue one hundred (100)
shares of common stock without par value.

SECTION IV

The principal office and place of business of the
corporation will be located at 784 U. S. Highway One, Suite 14,
North Palm Beach, FL 33408.

SECTION V

The corporation shall have one (1) director initially,
who shall serve as Director for the first year of the corporation's
existence, or until a successor is elected and qualified. The
number of directors shall be fixed by the By-laws and may be
changed from time to time, but shall never be less than one (1).

Hallie Gebor Hawkins, Esquire
Vince & Doney, PA
1615 Forum Place, Suite 200
West Palm Beach, FL 33401
Florida Bar No. 0971448
(407) 684-5544

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SECTION VI

The initial Director of the corporation is William D. Hawkins, 784 U. S. Highway One, Suite 14, North Palm Beach, FL 33408.

SECTION VII

The initial Incorporator of this corporation is William D. Hawkins, 784 U. S. Highway One, Suite 14, North Palm Beach, FL 33408.

SECTION VIII

The initial registered agent of this corporation is Nellie G. Hawkins, Esquire, 1615 Forum Place, Suite 200, West Palm Beach, FL 33401.

SECTION IX

The corporation reserves the right to amend, alter, change or repeal any provision contained herein the Articles of Incorporation, in a manner now or hereinafter prescribed by Florida Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

SECTION X

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation, and this corporation shall have all the rights and privileges of corporations under the laws of the State of Florida.

DATED this 22 day of December, 1994


William D. Hawkins

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THE STATE OF FLORIDA
COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this
29th day of December, 1994, by William B. Hawkins
who is personally known to me and who has produced
as identification and who
did (did not) take an oath.



Hallie G. Hawkins
NOTARY PUBLIC
State of Florida

Hallie Gabor Hawkins
Printed, typed or stamped

My Commission expires:
April 14, 1995

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for this
corporation, at the registered office designated in the foregoing
Articles of Incorporation, the undersigned accepts the designation.

Hallie G. Hawkins
Hallie G. Hawkins, Esq.

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