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January 5, 1995

FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Nationwide Financial Corporation

Dear Sir or Madam:

Enclosed herewith please find the original and one (1) copy of Articles of Nationwide Financial Corporation along with our check in the amount of \$122.50 representing your fee for filing the Articles of Incorporation.

Kindly file the Articles and return a copy of same to the undersigned in the enclosed, self-addressed stamped envelope.

Thanking you for your prompt attention to this matter, I remain,

Karen GAVE

Very truly yours,
Deborah L. Bizzarro
Deborah L. Bizzarro

AUTHORIZATION BY PHONE TO
CORRECT Director's Name
DATE 1/13/95
DOC. EXAM. BSB

Enc.

JAN 9 1995 BSB

FILED
JAN 9 AM 8:57
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Approved for filing
name in reply*

ARTICLES OF INCORPORATION
OF
NATIONWIDE FINANCIAL CORPORATION

FILED
05 JAN -6 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Nationwide Financial Corporation with its principal office and address being located at 638 Elm Tree Lane, Boca Raton, Florida 33487 and its mailing address being 638 Elm Tree Lane, Boca Raton, Florida 33487.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation by 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 as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 2419 E. Commercial Boulevard, Suite 302, Ft. Lauderdale, Florida 33308 and the name of the initial registered agent of this corporation at that address is Deborah L. Bizzarro, Esquire.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one Director. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is: 638 Elm Tree Lane, Boca Raton, Florida 33487. *Coleen D. Miller*

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is: Deborah L. Bizzarro, 2419 E. Commercial Blvd., Suite 302, Fort Lauderdale, FL 33308.

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 hereto. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: January 5, 1995

Deborah L. Bizzarro

Deborah L. Bizzarro, INCORPORATOR

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 5th
day of January, 1995, by Deborah L. Bizzarro, who is
personally known to me or who has produced _____ as
identification and who did not take an oath.

Huguette P. Ratte
Notary Public

Print Name: Huguette P. Ratte

My Commission Expires:



Certificate designating place of business or domicile for the
service of process within Florida, naming agent upon whom process
may be served.

In compliance with Section 48.091(1), Florida Statutes (1991),
the following is submitted:

That, Nationwide Financial Corporation desiring to organize or
qualify under the laws of the State of Florida, has named Deborah
L. Bizzarro, as its agent to accept service of process within the
State of Florida.

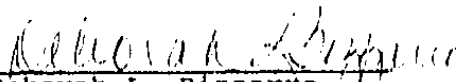
Dated: January 5, 1995

Deborah L. Bizzarro
Deborah L. Bizzarro

ACCEPTANCE BY REGISTERED AGENT

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 the Florida Statutes relative to the proper performance of my duties.

Dated: January 5, 1995


Deborah L. Bizzarno
Registered Agent

FILED
05 JAN -5 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA