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TRANSMITTAL LETTER

Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

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-01/11/95--01050--000
****125.00 ****125.00

SUBJECT: BURLINGTON FINANCIAL CORP

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$122.50

BURLINGTON FINANCIAL CORP
3860 CORAL TREE CIRCLE #208
COCONUT CREEK, FLORIDA 33073

Return Airborne So.

William Platter
499 E Palmetto Park Rd Ste 227
Boca Raton, FL 33432

1/11/95

ARTICLES OF INCORPORATION
OF
BURLINGTON FINANCIAL CORP

ARTICLE I - NAME

The name of the Corporation shall be:

BURLINGTON FINANCIAL CORP

The principal place of business of this Corporation shall be:

3860 CORAL TREE CIRCLE #208
COCONUT CREEK, FLORIDA 33073

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - NATURE OF BUSINESS

This Corporation may engage in or transact in any or all 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 - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$.01 par value common stock which shall be designated "Common Stock".

ARTICLE V - ADDRESS

The street address of the initial Registered Office of the Corporation shall be:

3860 CORAL TREE CIRCLE #208
COCONUT CREEK, FLORIDA 33073

The name of the initial Registered Agents of the Corporation at that address shall be:

ROBERT K BROOKS
and
BRIAN L MYLLYMAA

FILED
JAN 10 1980
CLERK OF COURT
JAN 10 1980
JAN 10 1980

ARTICLE VI - OFFICERS AND DIRECTORS

This Corporation shall have two Directors, initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial Directors are:

ROBERT K BROOKS
BRIAN L MYLLYMAA
3860 CORAL TREE CIRCLE #208
COCONUT CREEK, FLORIDA 33073

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is:

ROBERT K BROOKS
3860 CORAL TREE CIRCLE #208
COCONUT CREEK, FLORIDA 33073

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders of to this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders of this Corporation.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporations Act.

ARTICLE XI - INDEMNIFICATION

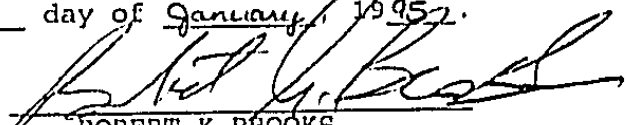
This Corporation shall indemnify any Officer of Director, or any former Officer of Director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

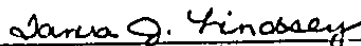
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of January, 1995.

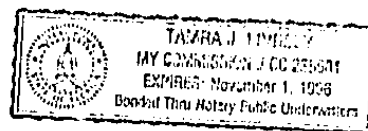

ROBERT K BROOKS

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared ROBERT K BROOKS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he executed the same for the purpose therein expressed.

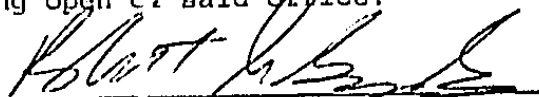
WITNESS my hand and seal this 9th day of January, 1995.


Notary Public

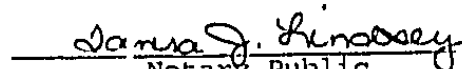


ACCEPTANCE OF REGISTERED AGENT OF CORPORATION

Having been named to accept service of process for the above stated Corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to the keeping open of said office.


ROBERT K BROOKS

SWORN AND SUBSCRIBED before me, in the State and County last aforesaid, this 9th day of January 1995.


Notary Public

