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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION
OF
THE JEFFERSON FINANCIAL GROUP, INC.

I, the undersigned, is anxious of forming a corporation under the laws of the State of Florida, such laws that are applicable to corporations for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Certificate of Incorporation.

ARTICLE I
NAME

The name of this corporation shall be THE JEFFERSON FINANCIAL GROUP, ^{INC.} and its principal place of business shall be 1065 NE 125th Street, Suite 221, N. Miami, FL 33161, and any other location that the board of Directors may deem appropriate.

ARTICLE II
EXISTENCE

This corporation is to have perpetual existence, commencing upon the approval by the Secretary of State of this Certificate of Incorporation.

ARTICLE III
GENERAL NATURE OF BUSINESS

The general nature of the business and object and purpose to be transacted and carried on by this corporation are to do any and all lawful business.

ARTICLE IV
SHARES OF STOCK - NUMBERS

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is One Thousand shares (1000) of common stock of the par value of \$0.01 per share.

The shares shall carry no preemptive rights.

Stock in this corporation shall be paid for in lawful money of the United States of America, or in property, labor, or services, provided that where stock is paid for in or by property, labor or services, the just value thereof shall be fixed by the incorporator or the Board of Directors, in the manner provided by the Statute.

ARTICLE V
AMOUNT OF CAPITAL

The amount of capital with which the corporation will begin business will be a minimum of One Hundred Dollars (\$100.00)

ARTICLE VI
DIRECTOR

The affairs of the corporation will be managed by a Board of Directors numbering at least one (1). The name and address of the individual who is to serve as director, until new directors are elected at the first shareholders meeting is as follows:

NAME	ADDRESS
Jefferson C. Miller	1065 NE 125th Street, Suite 221 N. Miami, Florida 33161

ARTICLE VII
OFFICERS

The name and address of the individual who will serve as the initial officer of the corporation until new officers are appointed at the first meeting of the shareholders, is as follows:

NAME	ADDRESS
PRESIDENT Jefferson C. Miller	1065 NE 125th Street, Suite 221 N. Miami, Florida 33161

ARTICLE VIII
SUBSCRIBER

The name and address of the individual who is the original subscriber for the shares of common stock of the corporation is as follows:

NAME	ADDRESS
Jefferson C. Miller	1065 NE 125th Street, Suite 221 N. Miami, Florida 33161

P.95000004094



THE JEFFERSON FINANCIAL GROUP, INC.

REAL ESTATE INVESTMENT
PROPERTY MANAGEMENT

TEL: 305-893-0072
FAX: 305-893-0360

October 16, 1995

Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314
Attn: Velma Shepard

FILED
95 OCT 20 AM 9:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: Amendments to Articles of Incorporation of
The Jefferson Financial Group, Inc

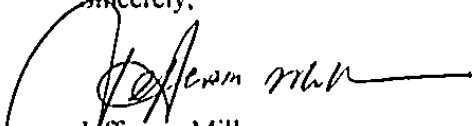
Dear Ms. Shepard:

Enclosed herewith for filing with the Secretary of State is the amendment to Articles of Incorporation for The Jefferson Financial Group, Inc.

Also enclosed is a check made payable to the Secretary of State for \$35.00 to cover the filing fee for the amendment.

Should you have any questions, please do not hesitate to contact the undersigned.

Sincerely,


Jefferson Miller
President

100001619271
-10/25/95--01023--014
*****35.00 *****35.00

Amend

VS OCT 24 1995

FILED
95 OCT 20 AM 9:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE JEFFERSON FINANCIAL GROUP, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted: On motion duly made, second and carried, Maria L. Parlor was elected Vice President of The Jefferson Financial Group, Inc.

SECOND: The date of the amendment's adoption: October 16, 1995.

THIRD: Adoption of Amendment(s):

The amendment was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Signed this 16th day of October, 1995.

The Jefferson Financial Group, Inc

By: 
Jefferson Miller
Chairman of the Board of Directors