

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

95

DIVISION

NAME
FIRM
ADDRESS

PHONE

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY SW _____

WALK-IN Will Pick Up 1-23 11:21

RE:

Palm Beach Financial Group, Inc.

C.C. FEE.

DISBURSED

Capital Express™

Art. of Amend. File

Corp. Record Search

Ind. Bus. Reg. File

Foreign

() Corp.

Art. of Amend. File

Dissolution/Withdrawal

C U S -

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep.

FAX () pgs.

EFFECTIVE DATE

JAN 20 1995

800001386709

-01/23/95 -01044 -020

****122.50 ****122.50

SUBTOTALS

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

Palm Beach Financial Group, Inc.

FILED
95 JAN 23 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as the incorporator of a corporation, in accordance with the Florida General Corporation Act, Chapter 607, of the Florida Statutes, adopts the following Articles of Incorporation:

EFFECTIVE DATE
JAN 20 1995

ARTICLE I - NAME

The name of this corporation is Palm Beach Financial Group, Inc.

ARTICLE II - EFFECTIVE DATE AND DURATION

The duration of this corporation is perpetual commencing on the date of execution and acknowledgement of the articles.

ARTICLE III - PURPOSE

The purpose or purposes for which this corporation is organized are to engage in any activity or business permitted under the laws of the United States and of Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of Common Stock at One Dollar (\$1.00) par value per share.

ARTICLE V - CAPITAL

The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 222 U.S Highway One, Suite 202, Tequesta, Florida 33469 and the name of its initial registered agent at that address is Philip H. Forbes, Esquire.

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is one. The name and address of the person who is to serve as director until the first annual meeting of shareholders, or until his successor) is elected and qualified is:

<u>Name</u>	<u>Address</u>
David S. Stuart	1001 N. U.S. Highway One, Suite 206 Jupiter, FL 33477

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
David S. Stuart	1001 N. U.S. Highway One, Suite 206 Jupiter, FL 33477

ARTICLE X - COMMON DIRECTORS

TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

ARTICLE XI - BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

ARTICLE XII - PRINCIPAL OFFICE

The address of the Principal Office and Mailing Address is 1001 N. U.S. Highway One, Suite 206, Tequesta, FL 33469

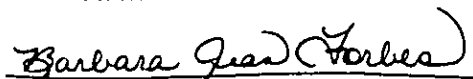
IN WITNESS THEREOF, the undersigned has executed these Articles of Incorporation, this 20 day of January, 1995.



David S. Stuart
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20th day of January, 1995, by David S. Stuart who is personally known to me ~~or who produced~~ _____ as identification and who did not take an oath.


Notary Public, State of Florida
My commission expires: 6/21/98



BARBARA JEAN FORBES
My Commission CC385811
Expires Jun. 21, 1998

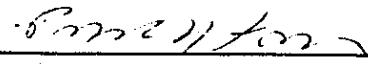
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Statutes, the following is submitted:

Palm Beach Financial Group, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named Philip H. Forbes, Esquire, located at 222 U.S. Highway One, Suite 202, Tequesta, Florida 33469, as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

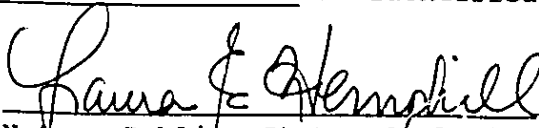
ACKNOWLEDGEMENT AND ACCEPTANCE

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 all statutes relative to the proper and complete performance of my duties.


Philip H. Forbes, Esquire
Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20th day of January, 1995, by Philip H. Forbes who is personally known to me or who produced _____ as identification and who did not take an oath.


Notary Public, State of Florida
My commission expires:

