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KIM MOLLICA, P.A.
ATTORNEY AT LAW
P.O. BOX 276318
BOCA RATON, FLORIDA 33427-6318

Palm Beach Office
205 Worth Avenue
Suite 201
Palm Beach, Florida 33480

EFFECTIVE DATE
March 3, 1995

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500001425395
-03/09/95--01075--019
****122.50 ****122.50

RE: KENSINGTON FINANCIAL CORP.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above corporation. Please file these Articles and return one certified copy to me. I have enclosed my check in the amount of \$122.50 to cover the costs of filing, one certified copy and the registered agent designation.

If you have any further questions concerning this matter, please do not hesitate to contact me.

Very truly yours,

Kim T. Mollica
Kim T. Mollica, Esq.

KTM/cm
Enclosures (3)

FILED
STATE
DIVISION OF CORPORATIONS
95 MAR -9 PM 1:56

KAN 3-10

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAR -9 PM 1:56

EFFECTIVE DATE
3-3-95

ARTICLES OF INCORPORATION

OF

KENSINGTON FINANCIAL CORP.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

The name of the corporation is KENSINGTON FINANCIAL CORP.

ARTICLE II

The corporation is to commence its corporate existence on the date of subscription and acknowledgement of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

The corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

ARTICLE V

The principal address of the corporation shall be P.O. Box 276318, Boca Raton, FL 33427-6318.

ARTICLE VI

All corporate powers shall be executed by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial directors who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

Charles Hoffeecker
Samuel Goldman
P.O. Box 276318
Boca Raton, FL 33427-6318

ARTICLE VII

The corporation shall indemnify any present or former officer or director or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

ARTICLE VIII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders provide that the by-law shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX

These Articles of Incorporation may be amended by any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

ARTICLE X

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

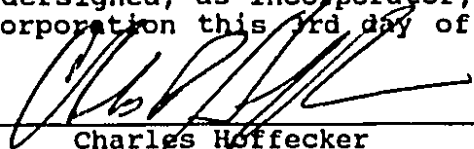
Charles Hoffeecker
P.O. Box 276318
Boca Raton, FL 33427-6318

ARTICLE XI

The street address of the initial registered office of the corporation is 231 S.E. 1st Avenue, Boca Raton, FL 33432, the name

of the initial registered agent of the corporation at that address is Kim T. Mollica, Esquire.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 3rd day of March, 1995.


Charles Hoffeecker

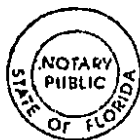
STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared CHARLES HOFFECKER known to me and known by me to be the person who executed the foregoing Articles of Incorporation and that he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 3rd day of
March, 1995 at Boca Raton, Palm Beach (KRW)
Miami, Dade County, Florida.


Notary Public


MY COMMISSION EXPIRES:



KIM T. MOLLICA
My Comm Exp. 1/06/97
Bonded By Service Ins
No. CC250853
1/ Personal Seal 1/ Other I.D.

CERTIFICATE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Kim T. Mollica, Esquire
Registered Agent

DATED: 3-3-95

P45000014 154

Kim T. Mollica, P.A.
Attorney At Law

Main Office - Boca Raton
370 W. Camino Gardens Blvd.
Suite 118
Boca Raton, Florida 33432
407.394.5524 Telephone
407.394.5491 Facsimile

Satellite Office - Palm Beach
205 Worth Avenue
Suite 201
Palm Beach, Florida 33480
407.820.0093 Telephone
407.394.5491 Facsimile

June 9, 1995

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attention: Amendments

Gentlemen:

Enclosed please find an original Amendment to the Articles of Incorporation of **KENSINGTON FINANCIAL CORP.** and a copy of the Consent which has been placed in the corporate records together with my check in the amount of \$35.00.

Please forward the amended Certificate of Incorporation to this office at your earliest convenience.

Very truly yours,

KIM T. MOLLICA, P.A.

Kim T. Mollica

Kim T. Mollica, Esq.

KTM/cm
Enclosure

FILED
95 JUN 13 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-06/13/95--01093--005
*****35.00 *****35.00

Amend
6/21
JB

**AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
KENSINGTON FINANCIAL CORP.**

FILED
95 JUN 13 AM 9:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Florida Statutes Section 607.187, the Articles of Incorporation of the above-named Corporation are amended as follows:

1. Article V is amended to read as follows:

The principal address of the corporation shall be 1140 Harrison Street, Hollywood, Florida 33019.

2. Article VI shall be amended to delete the name of the initial director Charles P. Hoffercker to the new director to Paul Cissel,

3. Article XI is amended to read as follows:

The street address of the initial registered office of the corporation is 370 W. Camino Gardens Blvd., Suite 118, Boca Raton, FL 33432, the name of the registered agent is Kim T. Mollica, Esquire and is to remain the same person.

2. This amendment was adopted on the 9th day of June, 1995.

5. This amendment has been adopted by the stockholders who own 100 percent of the outstanding shares of the company in accordance with Florida Statute 607.181(3).

IN WITNESS WHEREOF, I, the undersigned, have executed this Amendment to the Articles of Incorporation of KENSINGTON FINANCIAL CORP, INC. this 9th day of June, 1995.

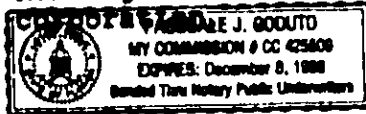


PAUL CISSEL, CHAIRMAN-PRESIDENT

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

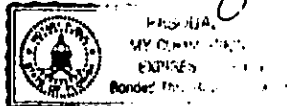
9th The foregoing instrument was acknowledged before me on the day of June, 1995 by PAUL CISSEL, Chairman and President of

Kensington Financial Corp, a Florida corporation, on behalf of the



Pasquale J. Goduto
Notary Public

MY COMMISSION EXPIRES:



CERTIFICATE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation and hereby agree that the address of the registered agent's office shall be amended.

Kim T. Mollica
Kim T. Mollica, Esquire
Registered Agent

**DIRECTORS' AND SHAREHOLDERS' WRITTEN
CONSENT TO AMENDMENT OF
ARTICLES OF INCORPORATION**

The undersigned, Paul Cissel is the Chairman and President of Kensington Financial Corp, a Florida corporation. Pursuant to Florida Statutes Section 607.181, I hereby give my consent that the Articles of Incorporation of Kensington Financial Corp be amended as follows:

1. Article V is amended to read as follows:

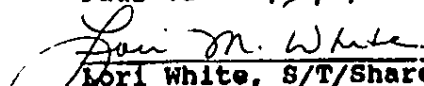
The principal address of the corporation shall be 1140 Harrison Street, Hollywood, Florida 33019.


2. Article VI shall be amended to change the new director to Paul Cissel, whose principal address is 1140 Harrison Street, Hollywood, Florida 33019.

2. This amendment has been adopted by the stockholders who owns 100 percent of the outstanding shares of the company in accordance with Florida statute 607.181(3).

EXECUTED on the 9th day of June, 1995 by all parties three (3) parties below.


Paul Cissel, C/P/Shareholder


Lori White, S/T/Shareholder


Samuel Goldman, VP/Shareholder