

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0193 FAX

800-342-8086

P95000022454

CSC networks

MAIL TO:
P.O. Box 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 562070 869010

AUTHORIZATION :

COST LIMIT : 0

ORDER DATE : March 17, 1995

ORDER TIME : 10:10 AM

ORDER NO. : 562070

CUSTOMER NO: 869010

CUSTOMER: Ms. Jennifer Connors - 869010
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

000001432860
-03/17/95--01047--016
*****70.00 *****70.00

RECEIVED
55 MAR 17 AM 10:10
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: SUMMIT FINANCIAL ^{Marketing, Inc.} ~~CERT.~~

P95000022454

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Charlotte Humbert

EXAMINER'S INITIALS: TL

3-20-95
CI

FILED
95 MAR 17 AM 8:45
TALLAHASSEE, FLORIDA

6895-6079
987-502,611



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 20, 1995

*Please resubmit and give
me the original file date*

CORPORATION INFORMATION SERVICES INC.
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: SUMMIT FINANCIAL CORP.
Ref. Number: W95000006079

We have received your document for SUMMIT FINANCIAL CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6930.

Tim Murphy
Corporate Specialist

Letter Number: 995A00012239

RECEIVED
MARCH 20 PM 3:20
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
SUMMIT FINANCIAL MARKETING, INC.

FILED
95 MAR 17 PM 8 45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is SUMMIT FINANCIAL MARKETING, INC.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is 4400 North Federal Highway, Suite 210, Boca Raton, Florida 33431.

THIRD: The mailing address, wherever located, of the corporation is 4400 North Federal Highway, Suite 210, Boca Raton, Florida 33431.

FOURTH: The number of shares that the corporation is authorized to issue is 1,000, all of which are with par value of .01 dollar each and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is 4400 North Federal Highway, Suite 210, Boca Raton, Florida 33431.

The name of the initial registered agent of the corporation at the said registered office is Roger Taft.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator are:

NAME	ADDRESS
Jennifer L. Connors	2 South Biscayne Boulevard Suite 1810 Miami, Florida 33431

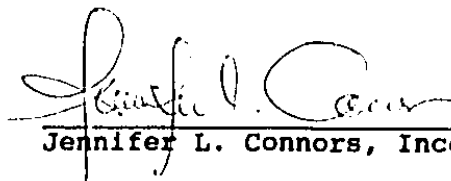
SEVENTH: The purposes for which the corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on March 16, 1995


Jennifer L. Connors, Incorporator

City of Miami
County of Dade

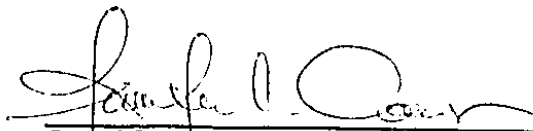
WRITTEN CONSENT
OF
INCORPORATOR TO
ORGANIZATIONAL ACTION
OF
SUMMIT FINANCIAL MARKETING, INC.

Under Section 607.0205 of the Florida Business Corporation Act

The following action is taken this day through this instrument by the incorporator of the above-named corporation.

The election of the following person to serve as the director of the corporation until the first shareholders' meeting at which directors are elected:

Leslie Pozner


Jennifer L. Connors, Incorporator

10:

MAR 16 '95 12:43 No.002 P.04

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By:

Roger Taft
Roger Taft

Date: March 16 , 1995

FILED
95 MAR 17 PM 8 45
TALLAHASSEE, FLORIDA