

P95000031017

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

RE: Hope Financial Services
Corp.

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 \$ _____

95 APR 20 PM 1:21
TALLAHASSEE FL 32301

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit	200001461282	
<input type="checkbox"/> Vehicle Search	-04/20/95--01062--001	
<input type="checkbox"/> Driving Record	****122.50 ****122.50	
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

Foran
4/20/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No. _____
BY	<i>AK</i>		

WALK-IN Will Pick Up 4/20 12:05

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

HOPE FINANCIAL SERVICES, CORP.

FILED
95 APR 20 PM 1:21
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **HOPE FINANCIAL SERVICES, CORP.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 34 Allamanda Avenue, Key West, FL 33040.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

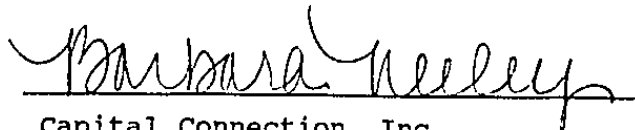
ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors of the corporation is John M. Lockwood, M.D., 34 Allamanda Avenue, Key West, FL 33040.

The undersigned has executed these Articles of Incorporation this 20th day of April, 1995.



Capital Connection, Inc.

Barbara Neeley - President

Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

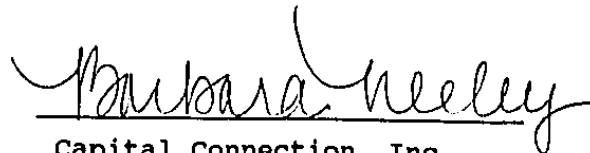
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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is **HOPE FINANCIAL SERVICE, CORP.**

2. The name and address of the registered agent and office is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.



Capital Connection, Inc.

Barbara Neeley - President

Date: April 20, 1995

P95000031017

SPOTTWOOD, SPOTTWOOD AND SPOTTWOOD
ATTORNEYS AND COUNSELORS AT LAW
888 FLEMING STREET
POST OFFICE BOX 1988
KEY WEST, FLORIDA 32841-1988

FILED
96 DEC 16 AM 8:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA
TELEPHONE
322 - 224 - 8888
TELECOPIER
322 - 222 - 1988

JOHN M. SPOTTWOOD, JR.
WILLIAM B. SPOTTWOOD
OF COUNSEL:
JOHN M. SPOTTWOOD (1880-1978)

December 10, 1996

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-12/17/96--01043--016
***105.00 ***105.00

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

Re: Hope Financial Services, Corp.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Amendment. I have also enclosed our check in the amount of \$105.00 for filing same, certified copy of the amendment and the cost of a certificate of good standing. Please return a certified copy to me at your earliest convenience.

If you have any questions concerning this matter or require any additional information, please call me or my secretary, Robin Gedmin.

Thanking you for your assistance with this matter, I am,

Sincerely,

John M. Spottwood, Jr.
JOHN M. SPOTTWOOD, JR.

JMSjr/rrg

Enclosures

Federal Express

VS DEC 27 1996

N/C

FILED
95 DEC 16 AM 8:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Amendment

1. The following provisions of the Articles of Incorporation of Hope Financial Services, Corp., a Florida corporation, filed in Tallahassee on April 20, 1995, be and they hereby are amended in the following particulars:

Article 1 be and it hereby is amended to read as follows:
"The name of the corporation is South Atlantic
Financial Services Corp."

2. The foregoing amendment was adopted by the Stockholders and Directors of the corporation on the 18th day of November, 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 10th day of December, 1996.

3. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

HOPE FINANCIAL SERVICES, CORP.,

BY: _____


JOHN M. LOCKWOOD,
President/Secretary