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FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

MIAMI FL 33136-2890311-

TALLAHASSEE, FL 32394

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: 1ST FINANCIAL HOLDING CORPORATION OF SOUTH FLORIDA

FAX AUDIT NUMBER: H95000004452

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EFFECTIVE DATE

4-19-1995

SDG

04/20/1995

SDG:WJ:CT:WJ

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ARTICLES OF INCORPORATION

We, the undersigned incorporators of this corporation under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I**Name and Principal Office**

The name of this corporation is 1ST FINANCIAL HOLDING CORPORATION OF SOUTH FLORIDA. The principal office of this corporation is located at 19043 N.W. 52ND COURT MIAMI FLORIDA 33055.

ARTICLE II**Purposes**

The general nature of the business and the objects and purposes to be transacted and carried on by and powers of this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. To purchase, lease, or otherwise acquire, own, hold, use, improve, build upon, construct, equip, license, manage and operate, mortgage, sell, let, convey or otherwise dispose of, real and personal property, either within or without the State of Florida, in the United States, and in foreign countries, and any interest therein, necessary or convenient for the purpose herein expressed, including stores, shops, plants and commissaries to be used in or in connection with its business.
- b. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

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ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-350-2571

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c. To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

d. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed, or in payment for the property acquired, or for any of the other objects or purposes of the corporation or for any of the objects of its business; to secure the same by mortgage or mortgages, or deeds or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation, now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any of all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article III hereof.

e. To manufacture, purchase, or acquire in any lawful manner and to hold, own, mortgage, pledge, sell transfer, or in any manner dispose of, and to deal, sell and trade in goods, wares, merchandise, and property of any and every kind, class, and description, and to carry on such business as franchisers, licensors, wholesalers, retailers, importers, and exporters and to

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acquire all such merchandise, supplies, materials, trademarks, patents, copyrights, and other articles as shall be necessary or incidental to such business.

f. To apply for, purchase, or in any manner acquire, and to hold, own use and operate, and to sell or in any manner dispose of, and to grant license or other rights in respect of, and in any manner deal with, and all rights, inventions, improvements, and processes used in connection with or secured under any trademark, letters, patent, or copyrights of the United States or other countries, or otherwise, and to work, operate, or develop the same, and to manufacture and sell products under any trademark, letters, patent or copyrights, and grant licenses to do the same, and to carry on any business, manufacturing, or otherwise, which may directly or indirectly effectuate these objects or any of them.

g. To carry on the business of import and export of general merchandise for all foreign and domestic markets, to export from and import into the United States, its territories and possessions and any and all foreign countries, as principal or agent, and to act as brokers, commissionmen, factors, franchisors, franchisees, and agents for the buyers and sellers, both foreign and domestic, merchandise of every kind and nature, and to sell, purchase, and deal in with merchandise of every kind or nature.

h. To acquire the goodwill, rights, and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association, or corporation; to pay for the same in cash, the stock of this corporation, bonds or otherwise; to hold or in any manner dispose of the whole or any part of the property so purchases; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

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i. To enter into, make, and perform contracts of every kind with any person, firm, association, partnership, syndicate, entity, or corporation, domestic or foreign, municipality, body politic, county, territory, state, government, or colony or dependency thereof, domestic or foreign.

j. To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity, or person, domestic, or foreign state, government, or governmental authority, or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, or securities, to issue its own shares of stock, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities for the acquisition of any such stock, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts purchased or required by it; and, while the owner or holder of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts to exercise all the right of ownership in respect thereof, and to the extent now or hereafter permitted by law, to aid by loan, subsidy, guarantee, or otherwise, those issuing, creating, or responsible for any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts.

k. To have offices, conduct its business, and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restrictions as to place or amount.

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l. In general, to carry on any other business or enterprise and exercise all or any of the corporate powers which may be carried on or exercised by a corporation organized under Chapter 607, Florida Statutes, as amended, not forbidden by the laws of the State of Florida.

m. And further, to do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, or otherwise granted or permitted by law, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, and

n. To do all acts and things and conduct and carry on all business and enterprises to the same extent as any natural person which is not specifically prohibited by the laws of the State of Florida, United States of America, any rule or regulation promulgated thereunder.

o. The said corporation may perform any part of its business outside the State of Florida, in other states, territories, or possession of the United States, and in all foreign countries.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock at \$1.00 per value per share. The consideration to be paid for each share shall be payable in lawful money of the United States of America or in property, labor or services which, in the judgment of the Board of Directors, shall be of the valuation equivalent to the value of the stock to be issued.

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ARTICLE IV**Voting Rights**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

The manner of election for directors and the manner of their admission are to be provided for in the bylaws.

ARTICLE V**Duration**

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE VI**Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 19043 NW N.W.
52ND COURT MIAMI, FLORIDA, 33055.

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and the name of the initial registered agent of this corporation is VINCENT T. BROWN. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VIII

Directors

The initial number of directors of this corporation shall be three. The number of directors may be either increased or decreased from time to time as provided for in the By-Laws.

The names and addresses of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

NAME	ADDRESS
VINCENT T. BROWN	19043 N.W. 52ND CT. MIAMI, FLA. 33055
ZERELDA SPANN	19043 N.W. 52ND CT. MIAMI, FLA. 33055
VANESSA Y. DAWSON	19043 N.W. 52ND CT. MIAMI, FLA. 33055

ARTICLE IX

Subscribers

The name and address of the subscriber of these Articles of Incorporation are as follows:

NAME	ADDRESS
VINCENT T. BROWN	19043 N.W. 52ND CT. MIAMI, FLA. 33055
ZERELDA SPANN	19043 N.W. 52ND CT. MIAMI, FLA. 33055
VANESSA Y. DAWSON	19043 N.W. 52ND CT. MIAMI, FLA. 33055

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ARTICLE X**Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

The corporation shall have the further right and power to:

From time to time determine whether and to what extent and at what time and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

The corporation may in its bylaws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have power, if the bylaws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the Statutes of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

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The corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid, this 19th day of APRIL, 1995.



STATE OF FLORIDA)

)SS

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared VINCENTT.BROWN who produced (personally known) as identification and being duly sworn, upon oath, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledges before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

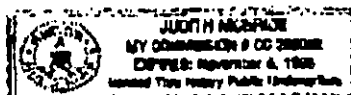
IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida this 19 day of April, 1995.

Judith McBride
Judith McBride

Notary Public, State of Florida at

Large

My Commission Expires:



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CERTIFICATE OF DESIGNATION**REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the corporation is: 1ST FINANCIAL HOLDING CORP. OF SOUTHFLORIDA
2. The name and address of the registered agent and office is: Vincent T. Brown, 19043 N.W. 52nd Court, Miami Florida.

Vincent T. BrownTITLE: Vice PresidentDATE: April 19, 1995

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. 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.

DATE: 4/19/95

JUN 14 1995