

401 HAYS STREET
TALLAHASSEE, FL 32301

BOARD - 1-12-1995



networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 638163 5317A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : July 12, 1995

ORDER TIME : 9:48 AM

ORDER NO. : 638163

000001535680

CUSTOMER NO: 5317A

CUSTOMER: Robert Bivins, Esq
GLENN RASMUSSEN & FOGARTY

Ashley Tower, Suite 1300
100 South Ashley Drive
Tampa, FL 33602

DOMESTIC FILING

XXX

NAME: CFO FINANCIAL SERVICES, INC.

FILE SECOND

XXX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebreana Randolph

EXAMINER'S INITIALS:

T. BROWN JUL 12 1995

FILED
95 JUL 12 PM 1:52
TALLAHASSEE, FL 32301
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
CFO FINANCIAL SERVICES, INC.

FILED
95 JUL 12 PM 1:52
SECRET
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of CFO Financial Services, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

CFO Financial Services, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation is:

4200 West Cypress Street, Suite 800
Tampa, Florida 33607

ARTICLE III. INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
William Tapella	4200 West Cypress Street Suite 800 Tampa, Florida 33607
James E. Wurdeman	4200 West Cypress Street Suite 800 Tampa, Florida 33607
Michael P. Conroy	4200 West Cypress Street Suite 800 Tampa, Florida 33607

ARTICLE III. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 5,000 shares of common stock, .01 par value.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4200 West Cypress Street, Suite 800, Tampa, Florida 33607, and the name of the corporation's initial registered agent at that address is Michael P. Conroy.

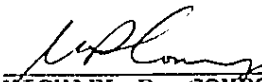
ARTICLE V. INCORPORATOR

The name and street address of the incorporator are:

Michael P. Conroy
4200 West Cypress Street
Suite 800
Tampa, Florida 33607

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTED: July 1, 1995.



MICHAEL P. CONROY
as incorporator

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(kab2:247)
7/5/95 9:48 AM

CFO FINANCIAL SERVICES, INC.
ACCEPTANCE OF REGISTERED AGENT

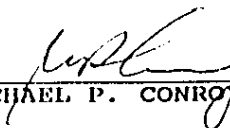
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STATE OF FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That CFO Financial Services, Inc., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 4200 West Cypress Street, Suite 800, Tampa, Florida 33607, has named Michael P. Conroy as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for CFO Financial Services, Inc., at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

DATE: July 5, 1995.


MICHAEL P. CONROY