



THE COMPANY CORPORATION

Three Christma Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax (302) 575-1316

P95000056724
June 10, 1995

Corporate Records Bureau
Division of Corporations
PO Box 6327
Tallahassee FL 32314

800001545828
-07/25/95--01111--010
*****70.00 *****70.00

RE: Onyx Capital Of Florida Inc.
P3362416ONLEG

Dear Sir or Madam:

Enclosed please find Articles of Incorporation, Certificate of Acceptance and our check(es) in the amount of \$70.00 for Onyx Capital Of Florida Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 209 with questions regarding the enclosed application.

Sincerely,

Bonnie J. Bennett
Bonnie J. Bennett

enc.

~~495-13842~~

RMC
7-21-95

502

FILED
JUL 21 PM 12:20
TALLAHASSEE, FLORIDA



THE COMPANY CORPORATION

Three Christma Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0140 • Fax (302) 575-1146

July 18, 1995

Secretary of State
Corporation Department
PO Box 6327
Tallahassee, FL 32314
Attention: Doris McDuffie, Corporate Specialist

Re: Onyx Financial, Inc.

Dear Ms. McDuffie:

Enclosed please find resubmitted documents along with copies of your correspondence dated July 10, 1995.

The Articles of Incorporation have been updated to include the name, Onyx Financial, Inc.

We appreciate a speedy filing of these important documents at this time.

Please do not hesitate to contact me at 800-542-2677 ext. 7003, with further questions regarding this filing.

Thank you for your prompt attention to this important filing.

Sincerely,

Blanca Lozada
Corporate Service Representative

ARTICLES OF INCORPORATION
OF
Onyx Financial, Inc.

FILED
JUL 19 1995
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be Onyx Financial, Inc.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 16213 Fantasia Dr., Tampa FL 33624.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 100 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Paul Legato 16213 Fantasia Dr., Tampa FL 33624

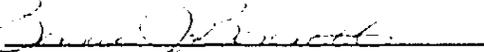
SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is Close Corporation.

NINTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Bonnie J. Bennett c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 19th day of July, 1995.

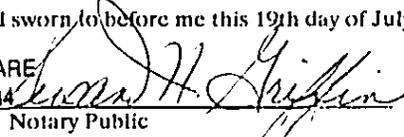


State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 19th day of July, 1995 by Bonnie J. Bennett.

SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years


Notary Public

This document was prepared by Bonnie J. Bennett, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

00000000

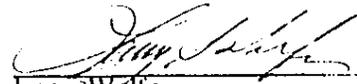
95 JUN 21 11:20

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this Onyx Financial, Inc. _____
desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of Tampa _____, State of
Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL
32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.



Larry Wolfe

June 26, 1995

Date