

1201 MAIN STREET
TALLAHASSEE, FL 32301

800-122-8086



networks

PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 507-110-000032

REFERENCE : 653318 81006A

AUTHORIZATION : Patricia Piguit

COST LIMIT : \$ 122.50

ORDER DATE : August 3, 1995

ORDER TIME : 10:39 AM

50000155.28.75

ORDER NO. : 653318

CUSTOMER NO: 81006A

CUSTOMER: Tana Stringfellow, Legal Asst
BAUMER BRADFORD & WALTERS,
P.A.
Suite 2200
50 North Laura Street
Jacksonville, FL 32202

EFFECTIVE DATE

AUG - 2 1995

DOMESTIC FILING

NAME: KIRSCHHOFFER SOUTHEAST
FINANCIAL GROUP, INC.

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: Sebrene Randolph

EXAMINER'S INITIALS:

T. BROWN

AUG - 7 1995

FILED
95 AUG - 4 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

August 3, 1995

Sandra B. Mortham
Secretary of State

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: KIRSCHHOFFER SOUTHEAST FINANCIAL GROUP, INC.
Ref. Number: W95000015664

We have received your document for KIRSCHHOFFER SOUTHEAST FINANCIAL GROUP, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 895A00036597

EFFECTIVE DATE
AUG - 2 1995

FILED
95 AUG -4 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KIRSCHHOFFER SOUTHEAST FINANCIAL GROUP, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I
Name

Section 1.1. Name. The name of this corporation shall be **Kirschhofer Southeast Financial Group, Inc.**

Article II
Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 3134 Secret Woods Trail W., Jacksonville, Florida 32216.

Article III
Capital Stock

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Preemptive Rights. Shareholders shall have no preemptive rights.

Section 3.4 Cumulative Voting. Cumulative voting shall not be permitted.

Article IV
Initial Registered Agent and Address

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Michael A. Walters, Esq.
Baumer, Bradford & Walters, P.A.
50 N. Laura Street, Suite 2200
Jacksonville, Florida 32202

Article V
Incorporator

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

Michael A. Walters, Esq.
Baumer, Bradford & Walters, P.A.
50 N. Laura Street, Suite 2200
Jacksonville, Florida 32202

Article VI
Duration

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, August 2, 1995, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

Article VII
Purposes

Section 7.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

Section 8.1. Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time as provided in the bylaws, but shall never be less than three (3).

Section 8.2. Initial Directors. The names and street addresses of the initial directors of the corporation are:

Maureen A. Kirschhofer
3134 Secret Woods Trail W.
Jacksonville, FL 32216

A. William Kirschhofer
3134 Secret Woods Trail W.
Jacksonville, FL 32216

Stacey L. Parker
8945 Brookshire Court
Jacksonville, FL 32257

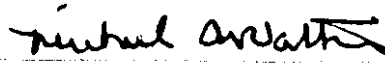
Section 8.3. Compensation The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. Indemnification The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article IX
Amendment

Section 10.1. Amendment This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 22 day of August, 1995.


MICHAEL A. WALTERS

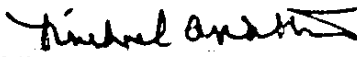
**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN FLORIDA**

95 AUG -4 PM 8:50
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

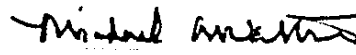
KIRSCHHOFFER SOUTHEAST FINANCIAL GROUP, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates **MICHAEL A. WALTERS** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 50 N. Laura Street, Suite 2200, Jacksonville, Florida 32202.

DATED this 2nd day of August, 1995


MICHAEL A. WALTERS

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to 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.

DATED this 2nd day of August, 1995


MICHAEL A. WALTERS