

AUG 15 1995

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STATE OF FLORIDA BOCA RATON FL 33431-0007
400 EAST GAINES STREET
TALLAHASSEE, FL 32399 CONTACT: JOHN W SMITH
FAX: (904) 922-4000 PHONE: (407) 381-8347
FAX: (407) 335-8118

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PRISM FINANCIAL GROUP, INC.

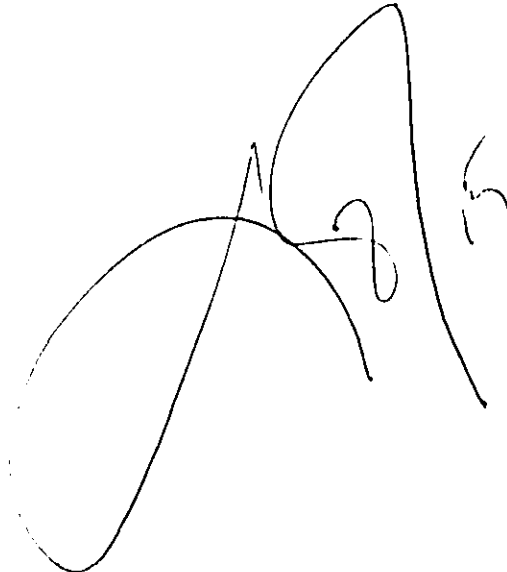
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**ARTICLES OF INCORPORATION
OF
PRISM FINANCIAL GROUP, INC.**

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The undersigned incorporator hereby forms a corporation under Chapter 807 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PRISM FINANCIAL GROUP, INC.

The address of the principal office of this corporation shall be 733 SE 15 AVENUE, DEERFIELD BEACH, FLORIDA 33441, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 733 SE 15 AVENUE, DEERFIELD BEACH, FLORIDA 33441, and the name of the initial registered agent of the corporation at that address is RONALD J. GENDREAU.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by:
JOHN W. SMITH, ESQ. [202533]
2605 NW BOCA RATON BLVD.
BOCA RATON, FLORIDA 33431-8807
407-391-9347

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ARTICLE VI. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

RONALD J. GENDREAU, President	733 SE 15 STREET DEERFIELD BEACH, FLORIDA 33441
SUZANNE M. GENDREAU, Vice President	733 SE 15 STREET DEERFIELD BEACH, FLORIDA 33441
RONALD J. GENDREAU, Secretary	SAME
RONALD J. GENDREAU, Treasurer	SAME

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have 2 Director(s), initially. The names and addresses of the initial members of the Board of Directors are:

RONALD J. GENDREAU, DIRECTOR	733 SE 15 STREET DEERFIELD BEACH, FLORIDA 33441
SUZANNE M. GENDREAU, DIRECTOR	733 SE 15 STREET DEERFIELD BEACH, FLORIDA 33441

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

RONALD J. GENDREAU
733 SE 15 AVENUE
DEERFIELD BEACH, FLORIDA 33441

ARTICLE IX. SUBCHAPTER S

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

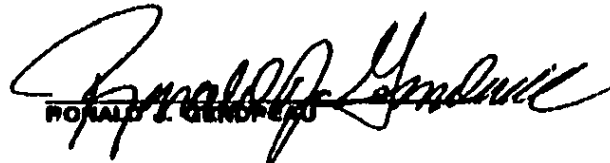
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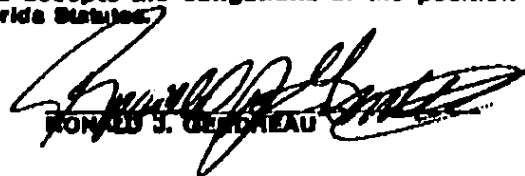
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal
on AUGUST 14, 1995.



RONALD J. GENDREAU

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

RONALD J. GENDREAU having been designated as the Registered Agent in the above
and foregoing Articles, is familiar with and accepts the obligations of the position of
Registered Agent under Section 607.0505, Florida Statutes.



RONALD J. GENDREAU

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