

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-1191

800-342-8086



ACCOUNT NO. 47210003132

REFERENCE : 025616 800630

AUTHORIZATION

COST LIMIT : \$ 70.00

ORDER DATE : January 30, 1996

ORDER TIME : 3:54 PM

ORDER NO. : 025616

CUSTOMER NO: 800630

4000001702424

CUSTOMER: W. Ward Aksonitas, Esq
W. WARD AKSOMITAS, ESQ

Suite 206
6685 Forest Hill Boulevard
West Palm Beach, FL 33413

DOMESTIC FILING

NAME: PERSON-TO-PERSON FINANCIAL,
INC.

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: SERRENA RANDOLPH

EXAMINER'S INITIALS: _____

RECEIVED
96 JAN 31 AM 9 28
DIVISION OF CONSUMER PROTECTION

FILED
96 JAN 31 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB - 2 1996



RECEIVED
FLORIDA DEPARTMENT OF STATE 17
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATION

January 31, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: PERSON-TO-PERSON FINANCIAL, INC.
Ref. Number: W96000002379

please keep date
Resubmit

We have received your document for PERSON-TO-PERSON FINANCIAL, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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: 896A00004285

ARTICLES OF INCORPORATION
OF
PERSON-TO-PERSON FINANCIAL, INC.

FILED
96 JAN 31 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscribed to these Articles of Incorporation for the purposes of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for formation and liabilities, rights, powers, privileges and immunities of a corporation for profit, and I hereby certify:

ARTICLE I

The name of this corporation is PERSON-TO-PERSON FINANCIAL, INC. The principal and mailing address of this corporation shall be 2080 Indian Road, West Palm Beach, Florida 33409.

ARTICLE II

This corporation shall have perpetual existence commencing on the date the Charter is issued.

ARTICLE III

This corporation is organized for the purpose of lending money; and transacting any and all lawful business for which corporations may be incorporated under Chapter 607.164, Florida Statutes, viz:

a. To take, acquire, hold, buy, obtain, work, develop, sell, lease, convey, mortgage, improve and otherwise deal in and dispose of all kinds of property, of whatever nature, whether real,

personal or mixed, or any interest or right therein, without limit as to amounts; to buy, sell, assign, convey and cancel liens upon the property of every kind and nature whatsoever; and to act as broker or agent for the purchase, sale, leasing and management of real estate and personal property and negotiation of loans; to draw, accept, discount, endorse and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments or obligations of whatever nature, and to secure the same by mortgages on its property or otherwise to acquire or establish and carry on, upon the property in which the company is interested, and business which may be conveniently carried on or in connection with said property, the establishment of which may seem calculated to enhance the value of the company's interest in such property or to facilitate the disposal thereof, including the advancement of money and lending of money to tenants, builders and others who may be willing to build or improve any lands or buildings in which the company is interested; and to acquire any business or businesses and all property, of whatever kind and character, used or usable, in connection therewith, including the trade names and good will of such business.

b. To acquire, by purchase or otherwise, all property and employ all services whatsoever necessary or incidental to any business venture undertaken by this corporation; and generally to do any business necessary for the purpose of obtaining any of the objects of the corporation, whether implied or expressed, and to do and perform any other acts and things and to exercise any and all powers which a co-partnership or natural person could do or exercise and which a

corporation now or hereafter may be authorized to do and perform by law; the foregoing clauses being deemed in furtherance and not in limitation of any other business or powers of this corporation.

ARTICLE IV

This corporation is authorized to issue ten thousand (10,000) shares at one dollars (\$1.00) par value common stock which shall be designated "common stock" with equal voting rights.

ARTICLE V

The street address of the initial registered office of the corporation is 2080 Indian Road, West Palm Beach, FL 33409, and the name of the initial registered agent of the corporation at that address is A. HARRELL CHAMPION.

ARTICLE VI

This corporation shall have one (1) director. The name and address of the director is:

A. HARRELL CHAMPION
2080 Indian Road
West Palm Beach, FL 33409

ARTICLE VII

The name and address of the party signing these Articles of Incorporation is:

A. HARRELL CHAMPION
2080 Indian Road
West Palm Beach, FL 33409

ARTICLE VIII

Shares of capital stock shall be issued initially to the following parties in the amount set opposite his name:

A. HARRELL CHAMPION	100 Shares
---------------------	------------

ARTICLE IX

The corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X

The corporation shall indemnify any stockholder(s) managing the affairs for the corporation, to the full extent permitted by law.

ARTICLE XI

The officers of the corporation shall be:

A. HARRELL CHAMPION -- President, Secretary, Treasurer

ARTICLE XII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto; any right conferred upon the shareholders is subject to this reservation.

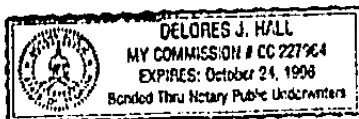
IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 25th day of January, 1996.

A. Harrell Champion
A. HARRELL CHAMPION

STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss:

Before me, a Notary Public in and for said State and County personally came A. HARRELL CHAMPION, who is personally known to me or who has produced a _____ as identification and who did (did not) take an oath and executed the foregoing Articles of Incorporation and acknowledged that he executed the same for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the 25th day of January, 1996.



Delores J. Hall
Notary Public - State of Florida
I.D. No. _____
My commission expires: _____

Articles of Incorporation, Person-to-Person Financial, Inc., continued...

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

IN PURSUANCE OF Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That PERSON-TO-PERSON FINANCIAL, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of West Palm Beach, County of Palm Beach, State of Florida, has named A HARRELL CHAMPION, located at 2080 Indian Road, City of West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: A. Harrell Champion
A. HARRELL CHAMPION, Resident Agent

FILED
96 JAN 31 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA