P96000011353

January 10, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Charter Financial and Insurance Group, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation of Charter Financial and Insurance Group, Inc. We would appreciate your filing these and sending us a certified copy with the applicable filing information in the enclosed self-addressed envelope. We are enclosing check in the amount of $122.50 to cover the following costs:

Filing Fee	$35.00
Certified Copy	52.50
Registered Agent Designation	35.00
Total	$122.50

Thank you for your prompt attention to this matter.

Yours very truly,

Myrthia Moore Svaldi

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CHARTER FINANCIAL AND INSURANCE GROUP, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

CHARTER FINANCIAL AND INSURANCE GROUP, INC.

ARTICLE II

Business and Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of this corporation, shall be as follows:

1. to engage in the business of retail and wholesale merchandising;

2. to engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to the corporation;

3. to generally engage in, do and perform any enterprise, act, or vocation that a natural person might or could do or perform;

4. to manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose

of, or invest, trade, deal in and deal with, goods, wares, merchandise and real and personal property of every class and description;

5. to purchase, lease and hold real and personal property and any and every estate and interest therein and chose in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; and, to transact all or any other business which may be necessary, incidental or proper to the exercise of any or all of the aforesaid purposes of this corporation;

6. to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise;

7. to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations, and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

8. to purchase, sell and transfer shares of its own capital stock;

9. to acquire, enjoy, utilize and to dispose of patents, copyrights, trademarks and any licenses or other rights or interests therein and thereunder; and

10. in general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the general corporation acts of the State of Florida, and any amendments thereto, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

Capital Stock

1. The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100 shares of common stock with a par value of $1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

2. In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE IV

Existence of Corporation

In accordance with Section 607.0203, Florida Statutes, the existence of this corporation shall commence on the date these Articles of Incorporation are subscribed to and acknowledged, if these Articles are filed by the Department of State within five (5) days after subscription and execution. If filed after such five (5) days, the existence of this corporation shall commence upon the filing of these Articles by the Department of State. In either event, the existence of this corporation thereafter shall be perpetual.

ARTICLE V

Corporation's Principal Office

The Corporation's principal office shall be located at 6161 Blue Lagoon Drive Suite 300 Miami FL 33126.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 1838 South Miami Av. Miami, FL. 33129, and the initial registered agent of this corporation at such office shall be MYRTHIA MOORE SVALDI. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than three (3) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors shall consist of one (1) members, but not more than three (3), such member to hold office until his or her successor has been duly elected and qualifies. The name and street address of the initial director is:

Name	Address
MYRTHIA MOORE SVALDI	1838 S. Miami Av. Miami, Fl. 33129

ARTICLE IX

Incorporator

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

Name	Address
MYRTHIA MOORE SVALDI	1838 S. Miami Av. Miami, Fl. 33129

ARTICLE X
By-Laws

1. The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

2. The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII

Applicability of Section 607.0901

The provisions of Section 607.0901, Florida Statutes, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

Myrthia Moore Svaldi

MYRTHIA MOORE SVALDI

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 22 day of January, 1996, by MYRTHIA MOORE SVALDI who is personally known to me or has produced a Florida drivers license as identification.

NOTARY PUBLIC STATE OF FLORIDA
MICHAEL SVALDI
My Commission CC436381
Expires Jan. 31, 1999
Bonded by ANB
800-852-5878

M. Svaldi

NOTARY PUBLIC, State of FL at Large
My Commission Expires:

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, MYRTHIA MOORE SVALDI, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 22 day of January, 1996.

MYRTHIA MOORE SVALDI

FILED
95 FEB -1 AM 11:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA