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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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*****70.00 *****70.00

April 22, 1996

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Incorporation of MEDALLION FINANCIAL GROUP, INC.

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation to be filed with your office along with our check in the amount of \$70.00 representing the filing fee regarding:

MEDALLION FINANCIAL GROUP, INC.

Please return a stamped copy of the Articles of Incorporation to our office via the enclosed Federal Express Bill and envelope.

Thank you for your cooperation in this regard.

Very truly yours,

BENSON, MOYLE & CHAMBERS



Lori S. Bangor
Paralegal for the Firm

lsb
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 23 PM 3:38

51
4/29

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

FILED
SECRETARY OF CORPORATION
96 APR 23 PM 3:38

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is MEDALLION FINANCIAL GROUP, INC. whose principal place of business is 2300 W. Glades Road, Suite 100 W, Boca Raton, Florida 33431.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The address of its initial registered office is 2300 W. Glades Road, Suite 100W, Boca Raton, Florida 33431. and the name of its initial registered agent at said address is David P. Casani.

ARTICLE VI

The number of directors constituting its initial Board of Directors is two (2), whose names and addresses are:

Angelo Romani
2300 W. Glades Road
Suite 100 W
Boca Raton, Florida 33431

David P. Casani
2300 W. Glades Road
Suite 100 W
Boca Raton, Florida 33431

ARTICLE VII

The name and address of the incorporator is:

David P. Casani 2300 W. Glades Road
Suite 100 W.
Boca Raton, Florida 33431

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a two-thirds vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

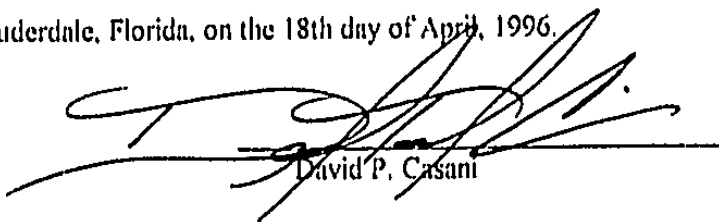
The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares

of common stock currently authorized.

ARTICLE XI

Pursuant to Florida Statute Section 607.0203., the effective date of the commencement of corporate existence is the 18th day of April, 1996, which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Ft. Lauderdale, Florida, on the 18th day of April, 1996.


David P. Casani

STATE OF FLORIDA

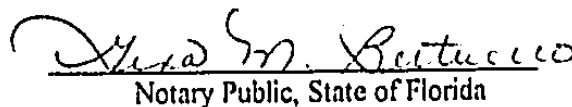
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority personally appeared David P. Casani who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ft. Lauderdale, in said County and State this 18th day of April, 1996.



GINA M. BERTUCCIO
MY COMMISSION # CC 192558 EXPIRES
May 23, 1998
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public, State of Florida

Printed Name: Gina M. Bertuccio

My Commission Expires:

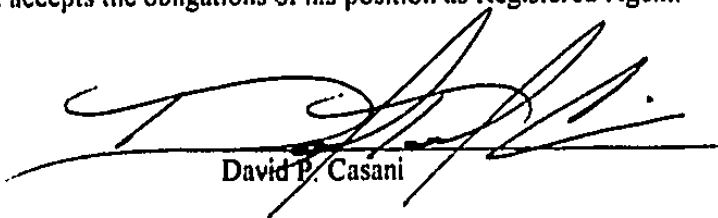
ACKNOWLEDGMENT OF REGISTERED AGENT

FILED
SECTION OF CORPORATIONS
96 APR 23 PM 3:38

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority personally appeared David P. Casani who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (1993) all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.


David P. Casani

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale,
in said County and State this 18th day of April, 1996.



GINA M. BERTUCCIO
MY COMMISSION # CC 192558 EXPIRES
May 23, 1998
BO BOED THRU TROY FARM INSURANCE, INC.


Notary Public, State of Florida

Printed Name: Gina M. Bertuccio

My Commission Expires: .