

**SUNCOAST
SAVINGS**

P96000037648

Suncoast Savings
and Loan Association, FSA
4000 Hollywood Boulevard
Hollywood, FL 33021-6733
(305) 981-6400

April 30, 1996

VIA FEDERAL EXPRESS

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

900001814999
-05/09/96--01075--001
****122.50 ****122.50

ATTN: Lyn Turley

Re: Amendment to Articles of Incorporation
Docket No. 8147

Dear Lyn:

Enclosed please find two (2) original Articles of Amendment of the Articles of Incorporation for New World Financial Corporation to change the name to SCS Holdings, Inc.


I would appreciate your filing these Articles of Amendment and sending me two (2) certified copies. Suncoast's check in the amount of \$140 covers the \$35 filing fee and the cost of two certified copies at \$52.50 each is enclosed.

In addition, I have enclosed two (2) original Articles of Incorporation of a new corporation to be named New World Financial Corporation. Enclosed please find \$122 to cover the filing fee and the cost of one certified copy.

Best regards and thanks!

FILING 70
R. AGENT
CERT. COPY 52.50
CUS
OVERPAYMENT
TOTAL 122.50

Sincerely,


Wendy Mitchler
Senior Vice President
General Counsel

WM:ro
Enclosures

to:NWF Art

New Articles

Sp 5/1/96

FILED
MAY - 1 PM 2:04
TALLAHASSEE, FL 32399
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
NEW WORLD FINANCIAL CORPORATION

FILED
96 MAY -1 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME: The name of this corporation is NEW WORLD
FINANCIAL CORPORATION.

ARTICLE II

COMMENCEMENT OF EXISTENCE: This corporation shall
commence to exist on the date filed with the Secretary of State.

ARTICLE III

PURPOSE: This corporation is organized for the
purpose of transacting any and all lawful business permitted
under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to
issue 500 shares of \$1.00 par value common stock, which shall
be the only class of shares.

ARTICLE V

PRE-EMPTIVE RIGHTS: Every shareholder upon the sale
for cash of any new stock of this corporation of the same kind,
or class of service as that which he already holds, shall have
the right to purchase his pro rata share thereof (as nearly as
may be done without issuance of fractional shares) at the price
at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the principal office of this corporation is 4350 Sheridan Street, Suite 201A, Hollywood, Florida 33021.

The name of the initial registered office and initial registered agent of this corporation is ALAN E. GREENFIELD, Esq., 2600 Douglas Road, Suite #911, Coral Gables, Florida 33134.

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS: This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
IRVING KLONDAR - President, Secretary and Treasurer	4350 Sheridan Street - #201A Hollywood, FL 33021

ARTICLE VIII

INCORPORATORS: The name and address of the person signing these Articles of Incorporation are:

IRVING KLONDAR	-	4350 Sheridan Street - #201A Hollywood, Florida 33021
----------------	---	--

ARTICLE IX

INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


IN WITNESS WHEREOF, the undersigned subscribed have executed these Articles of Incorporation this 30 day of April 1996.

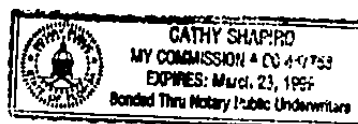

IRVING KLONDAR

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared IRVING KLONDAR to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me, under oath, that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 30th day of April, 1996.


NOTARY PUBLIC
State of Florida at large




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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that NEW WORLD FINANCIAL CORPORATION with its principal office, located at 4350 Sheridan Street, #201A, Hollywood, FL 33021 has named ALAN E. GREENFIELD, located at 2600 Douglas Road, Suite #911, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

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

ALAN E. GREENFIELD


Resident Agent and
Registered Agent

FILED
96 MAY -1 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA