P960000 40080

| FILINGS, INC. TERESA ROMAN | 69.000.001.631.10.46 |
|---|------------------------|
| (Requestor's Name) | -105/07/96; -11108@00% |
| 2805 LITTLE DEAL ROAD | ****120.50 ****122.50 |
| (Aldroun) | |
| TALLAHASSEE, FLORIDA 32308 (904) 385-6735 | OFFICE USE ONLY |
| (City, State, Zip) (Phone #) | |

| CORPORATION NAM | IE(s) & DOCUMENT NUM | BER(S) (if known) | |
|--------------------|--------------------------------|-------------------|----------------|
| 1. LIKST SCOrporat | Justom Bank Hol | Document # | (A) eq. (3) |
| 2. (Corporati | | (Document #) | in z |
| 3, | an Nama; | (Document #) | |
| (Corporati | on Namo) | (Document #) | 91 |
| 4. (Corporat | ion Name) | (Document #) | |
| Walk in Pi | ck up time 3,00 | Cortifie | d Copy |
| Mail out V | Vill wait Photocopy | Certifica | te of Status |
| NEW FILINGS | AMENDMENTS | | 1 1 1 1 |
| Profit | Amendment | | <u> </u> |
| NonProfit | Resignation of R.A., Officer | /Director | 16 · |
| Limited Liability | Change of Registered Agen | t . | |
| Domestication | Dissolution/Withdrawal | | , |
| Other | Merger | | w96-9660 |
| OTHER FILINGS | REGISTRATION/ QUALIFICATION | | |
| Annual Report | Foreign | | |
| Fictitious Name | Limited Partnership | | |
| Name Reservation | Reinstatement | | SN MAY - 9 100 |
| | Trademark | | |

Other

CR2E031(10/92)



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

May 7, 1996

FILINGS, INC. 2805 LITTLE DEAL RD. TALLAHASSEE, FL 32308

SUBJECT: FIRST SOUTHERN BANK REALTY CORP.

Ref. Number: W96000009660

We have received your document for FIRST SOUTHERN BANK REALTY CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking Director's Office Suite 1401, The Capitol Tallahassee, FL 32399-0350 (904) 488-1111.

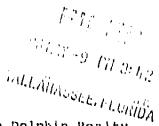
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filling of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 596A00022158

ARTICLES OF INCORPORATION



ARTICLE I - NAME

The name of this corporation is The Dolphin Realty Group, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be: Suite 501 7170 Promenade Drive Boca Raton, Florida 33433

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a

Florida corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Bornard Gorman Suite 501, 7170 Promenade Drive Boca Raton, Florida 33433

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Filings, Inc., a Florida Corporation 3732 N.W. 16th Street Fort Lauderdale, Florida 33311

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: May 9, 1996

Filings, Inc. by Teresa Roman, Vice-President

Jeseon Komen

Cortificate designating place of business or domicle for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that The Dolphin Realty Group, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Flor'da.

Dated: May 9, 1996

eresa Roman, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: May 9, 1996

Suesa Roman, Vice-President

Suesa Roman ASSEE FLORIDA