

PFW0000043577
P F G **Payne Financial Group**

May 13, 1996

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****122.50 ****122.50

Florida Dpt. of Corp.
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation of Regent Partners, Inc.

Dear Clerk:

Enclosed please find an original and one (1) photocopy of the above referenced corporation. I have also enclosed Payne Financial Group, Inc.'s check number 7096, made payable to the Department of State in the amount of \$122.50, kindly file the enclosed articles of Incorporation at your earliest possible convenience. Once you have done so, please return a certified copy to me, I have enclosed a pre addressed and stamped envelope for your convenience.

Should you require any additional information please do not hesitate to contact me.

Thanks,

Janice Bonnell

Janice Bonnell

:jb

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 16 AM 11:15



750 E. Sample Road • Pompano Beach, FL 33064 • (954) 783-6992 Fax: (954) 783-6952
18 Knoll Street • Riverside, CT 06878 • (203) 637-1790 Fax: (203) 637-1890

UWS-2396

**ARTICLES OF INCORPORATION
OF
REGENT PARTNERS, INC.**

The undersigned, a natural person competent to contract, does hereby make subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the state of: **Florida**.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: **REGENT PARTNERS, INC.** and its principal office shall be located at: **750 E. Sample Rd., Ste 202, Pompano Beach, FL 33064.**

**ARTICLE II
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the state of **Florida**.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares that this corporation shall be authorized to issue and have outstanding at any one time shall be **1,000 shares** of common stock, **\$.01 par value** per share.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

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ARTICLE V
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this corporation in the state of Florida shall be **750 E. Sample Rd., Ste 202, Pompano Beach, FL 33064.**

ARTICLE VI
BOARD OF DIRECTORS

The name and address of the initial Directors of this Corporation are:

Name	Address
Gar0 Armen, Pres. Treas.	750 E. Sample Rd., Ste 202 Pompano Beach, FL 33064
Peter Getz, VP	750 E. Sample Rd., Ste 202 Pompano Beach, FL 33064
Anne T. Getz, Secretary	750 E. Sample Rd., Ste 202 Pompano Beach, FL 33064

The person(s) named as initial Director(s) shall hold office for the first year of existence of this corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII
INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is **Anne T. Getz**, and her address is **750 E. Sample Rd., Ste 202, Pompano Beach, FL 33064**

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by Florida Statute 607.0850, as may be amended from time to time, any director or officer of the corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his/her official capacity. This corporation shall not indemnify any director or officer in any action or suits, threatened, pending or completed, brought by him/her against the corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the corporation, or serving at the request of the corporation as a director, officer employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the corporation. Pursuant to Florida Statute 607.0850(9), no court order indemnification shall, under any circumstances, be permitted.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE OF SERVICE OF PROCESS**

REGENT PARTNERS, INC., a corporation existing under the laws of the State of Florida with its principal office at **750 E. Sample Rd., Ste 202, Pompano Beach, FL 33064** has named Janice Bonnell who address is **750 e. Sample Rd., Ste 202, Pompano Bch., FL 33064**, as its agent to accept service of process within the state of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in the Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.

By: _____

Janice Bonnell
Registered Agent

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ARTICLE X

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Florida Statute 607.0902, as amended from time to time, relating to control share acquisitions.

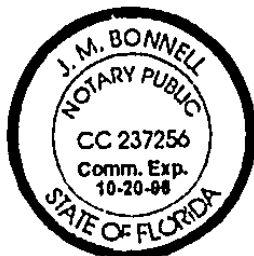
IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on May 3, 1996.

Anne Getz
Anne Getz
Incorporator

State of Florida)
) ss:
County of Broward

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DIVISION OF CORPORATIONS
96 MAY 16 AM 11:15

The foregoing instrument was acknowledged before me this 3 day of May, 1996, by Anne Getz, as Incorporator, who is personally known to me or has produced n/A as identification and did take on oath.



J. M. Bennell
Notary Public State of Florida