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0960000499/3



PRESTON HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 983885 7103152

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizotti

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 11 AM 9:23

ORDER DATE : June 11, 1996

ORDER TIME : 3:03 PM

ORDER NO. : 983885

CUSTOMER NO: 7103152

CUSTOMER: Harold J. Webre, Esq
GOODLETTE COLEMAN & JOHNSON,
P.A.
Suite 300
4001 Tamiami Trail North
Naples, FL 33940-3556

000001859090

DOMESTIC FILING

NAME: OMEGA FINANCIAL GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

GA
6/12/96

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

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**ARTICLE I
CORPORATE NAME**

The name of the Corporation is: OMEGA FINANCIAL GROUP, INC., a Florida corporation.

**ARTICLE II
CAPITAL STOCK AND SHAREHOLDERS**

The aggregate number of shares which this Corporation shall have authority to issue is TEN THOUSAND (10,000) shares of common stock, the par value of each such share being ONE CENT (\$.01). The initial issuance of common stock shall be ONE HUNDRED (100) shares, with the initial shareholders and their respective stock holdings as follows:

<u>Name</u>	<u>Number of Shares Held</u>
Gordon Watson	50
Martha Watson	50

**ARTICLE III
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is two (2), and the names and addresses of the persons who shall serve as members of the Board of Directors until the election of their successors are as follows:

<u>Name</u>	<u>Address</u>
Gordon Watson	2901 Gulfshore Blvd. North Naples, Florida 33940

Martha Watson

2901 Gulfshore Blvd. North
Naples, Florida 33940

ARTICLE IV INITIAL OFFICERS

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President,	Gordon Watson	2901 Gulfshore Blvd. North Naples, Florida 33940
Vice President,	Martha Watson	2901 Gulfshore Blvd. North Naples, Florida 33940
Secretary and Treasurer,	Marwood Ahling	1056 Forest Lakes Dr., A106 Naples, Florida 33942

ARTICLE V INCORPORATOR

The sole incorporator of the Corporation is Gordon Watson, whose address is 2901 Gulfshore Blvd. North, Naples, Florida 33940.

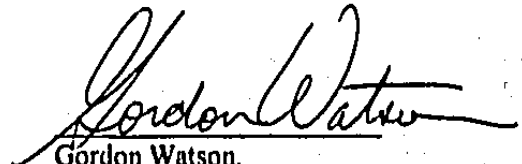
ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 4001 Tamiami Trail North, Suite 300, Naples, Florida 33940, and the name of the initial registered agent of this Corporation at that address is: Kevin G. Coleman, Esquire.

ARTICLE VII
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be: P.O. Box 413005, Suite 123, Naples, Florida 33941-3005.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 31st day of May, 1996.


Gordon Watson,
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT OMEGA FINANCIAL GROUP, INC., desiring to organize or qualify under the
laws of the State of Florida, with its principal place of business located at P.O. Box 413005, Suite
123, Naples, Florida 33941-3005, has named Kevin G. Coleman, Esquire, located at 4001
Tamiami Trail North, Suite 300, Naples, Florida 33940, as its registered agent to accept service of
process within Florida.

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby agree to accept the
appointment as registered agent and agree to act in this capacity. I further agree to comply with
the provisions of all statutes relating 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 31, 1996


Kevin G. Coleman

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