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FLORIDA DIVISION OF CORPORATIONS
ELECTRONIC FILING COVER SHEET

((H96000008625))

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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FROM: CONTINENTAL STAMP & SEAL
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DOCUMENT TYPE: FLORIDA CORPORATION OR P.A.

NAME: WINDFALL FINANCIAL, INC

FAX AUDIT NUMBER: H96000008625

DATE REQUESTED: 06-20-96

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
WINDFALL FINANCIAL, INC.

FILED
JUN 21 PM 4:45
1966

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby applies to form a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is WINDFALL FINANCIAL, INC.

SECOND: The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

THIRD: The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 100 shares, having a FIVE DOLLAR (\$5.00) par value each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporator, or by the board of directors at a meeting called for such purpose, or at the organization meeting.

Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the directors of the company may decide.

FOURTH: The amount of capital with which the corporation may begin business will not be less than FIVE HUNDRED DOLLARS (\$500.00).

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KATHERYN DELFINO
CONTINENTAL STAMP & SEAL
8744 S. W. 133 STREET
MIAMI, FLORIDA 33176 - 5929
(305) 232 2226

HHHHHHHHHHH

FIFTH The corporation is to have perpetual existence.

SIXTH The address of the corporation's initial registered office and the name of the initial registered agent at such address is as follows:

Registered Agent:
David S. Rosenthal
7000 S.W. 62 Avenue
Suite 1911-B
Miami, Florida 33143

Corporate Mailing Address:
WINDPALL FINANCIAL, Inc.
P.O. Box 570934
Miami, Florida 33257-0934

SEVENTH The number of directors constituting the initial board of directors is two (2).

EIGHTH The name and post office address of the President and Secretary/Treasurer, and the name of the first board of directors, who, subject to the provisions of these Articles of Incorporation and of the corporation's by-laws, shall hold office for the first year of the corporation's existence, or until his/her successor(s) is/are elected and shall have qualified, are the following:

President/Director

Thomas Morgan
P.O. Box 570934
Miami, Florida 33257-0934

Secretary/Treasurer

Kimberly Morgan
P.O. Box 570934
Miami, Florida 33257-0934

NINTH The name and post office address of the incorporator is:

Thomas Morgan

P.O. Box 570934
Miami, Florida 33257-0934

TENTH In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is hereby especially authorized:

a. To make and alter the by-laws at pleasure.

b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

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ELEVENTH: Cumulative voting may be permitted by the terms of the by-laws.

IN WITNESS WHEREOF, the party hereto has set his hand and seal this 4th day of

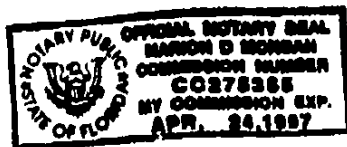
June, 1996.


THOMAS MORGAN

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BE IT REMEMBERED, that on this day personally appeared before me THOMAS MORGAN, party to the foregoing Articles of Incorporation, who is personally known to me/has produced Personally Known as identification, and who did take an oath acknowledged the above Articles of Incorporation to be the act and deed of the signer, and that the facts therein stated are truly set forth.

WITNESS my hand and official seal at Dade County, Florida, this 4th day of June, 1996.




NOTARY PUBLIC, STATE OF 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 accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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.


DAVID ROSENTHAL
REGISTERED AGENT

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