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PINO & DICKS
AN AFFILIATION OF PROFESSIONAL CORPORATION
ATTORNEYS AND COUNSELORS AT LAW

890 CROWN OAK CENTER DRIVE
LONGWOOD, FL 32760

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July 3, 1996

96 JUL -5 PM 3:29
SECURITIES
LITIGATION AND ARBITRATION

SECURITY
TALLAHASSEE, FLORIDA
INVESTOR RIGHTS

STOCKHOLDER
MISCONDUCT

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

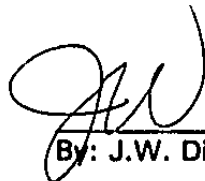
Dear Sir or Madame:

Enclosed please find the Articles of Incorporation for St. Augustine Financial Corporation along with a check drawn on our firm's account for \$70.00 for the required filing fees. I have also enclosed the Certificate of Designation of Registered Agent/Registered Office for the corporation.

Should you have any questions, please contact me at the above telephone number.

Sincerely,

PINO & DICKS



By: J.W. Dicks

JWD/dm

TH
7-9-96

**ARTICLES OF INCORPORATION
OF
ST. AUGUSTINE FINANCIAL CORPORATION**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

FILED
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SECRET
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be:

ST. AUGUSTINE FINANCIAL CORPORATION

The address of the principal office of this corporation shall be 2806 Alsaco Court, Orlando, Florida 32812 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having \$1.00 par value per share. At the discretion of the Board of Directors, the stock may be divided into classes or series including preferred or common stock. Additionally, the Directors shall designate any special characteristics of a stock class, series or type (preferred or common) and shall so indicate on the face of a stock certificate prior to issuance.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 520 Crown Oak Centre Drive, Longwood, Florida 32750 and the name of the initial registered agent of the corporation at that address is J.W. Dicks, attorney-at-law.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in the Articles of Incorporation. This corporation shall have from one to seven directors in accordance with the By-Laws of the corporation. The names and street addresses of the initial members of the Board of Directors are:

Mark Mosher	2806 Alsace Court
	Orlando, Florida 32812

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Mark Mosher	2806 Alsace Court
President/Secretary	Orlando, FL 32812

ARTICLE VIII. SHAREHOLDER LIABILITY

No shareholder shall have personal liability for the debts of this corporation.

ARTICLE IX. INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

Mark Mosher	2806 Alsace Court
	Orlando, Florida 32812

The undersigned incorporator has executed these Articles of Incorporation
this 3 day of July, 1996.


Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0601, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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FILED
TALLAHASSEE, FLORIDA

1. The name of the corporation is: St. Augustine Financial Corporation
2. The name and address of the registered agent and office is:

J.W. Dicks, Esquire
520 Crown Oak Centre Drive
Longwood, Florida 32750

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 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.

Signature

Date

7.3.96