

P96000065295

July 30, 1996

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: MONEY MATTERS OF THE PALM BEACHES, INC.

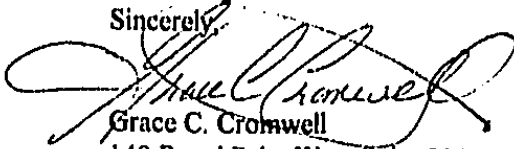
Dear Sir/Madam:

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-08/05/96--01050--010
*****78.75 *****78.75

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced matter.

Also enclosed is a check for \$78.75 which represents the filing fee and certificate fee.

Sincerely,



Grace C. Cromwell
140 Royal Palm Way, Suite 201
Palm Beach, FL 33480

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MONEY MATTERS OF THE PALM BEACHES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be MONEY MATTERS OF THE PALM BEACHES, INC.

ARTICLE II

The business and mailing address of this corporation shall be: 140 Royal Palm Way, Suite 201, Palm Beach, FL 33480.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One thousand (1,000) shares of common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share.

All stock, when issued, shall be fully paid and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, for a consideration having a value in the judgment of the Board of Directors of the Corporation, at least equivalent to the full value of the stock issued.

ARTICLE IV

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

Grace C. Cromwell 140 Royal Palm Way
Suite 201
Palm Beach, FL 33480

ARTICLE V

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

Grace C. Cromwell 140 Royal Palm Way
Suite 201
Palm Beach, FL 33480

ARTICLE VI

The term of existence of this corporation is perpetual.

ARTICLE VII

The initial number of directors of this corporation shall be one. The number of directors shall be fixed from time to time by resolution of the Board of Directors approved by a majority of the directors present at any regular meeting of the Board or at any special meeting for which such resolution is one of the purposes for which the meeting is called.

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of these

stockholders entitled to vote thereon, and all of the directors and all of the stockholders sign a written statement expressing their desire that a certain change be made in these Articles of Incorporation.

The undersigned incorporator has executed these Articles of Incorporation this 30th day of July, 1996.


Grace C. Cromwell

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

PURSUANT TO THE PROVISION OF SECTION 607.0501, 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.

The name of the Corporation is: MONEY MATTERS OF THE PALM BEACHES, INC.

The name and address of the registered agent and office is:

Grace C. Cromwell
140 Royal Palm Way
Suite 201
Palm Beach, FL 33480

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.


Grace C. Cromwell

Date: July 30, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED