

P96000070497  
TRANSMITTAL LETTER  
JUL 23 1996

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: CARNEY FINANCIAL CORPORATION  
(Proposed corporate name - must include suffix)

600001930036  
-08/23/96--01090--0118  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
for :

<input type="checkbox"/> \$70.00 Filing Fee	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
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FROM: PETER H. CARNEY  
Name (printed or typed)  
1101 North Congress Ave. #200  
Address  
Boynton Beach, FL 33426  
City, State & Zip  
(561) 369-1400  
Daytime Telephone number

8/03/96  
JTB

NOTE: Please provide the original and one copy of the articles.

FILED  
JAN 22 1985  
CLERK OF CIRCUIT COURT  
PALM BEACH COUNTY, FLORIDA

**ARTICLES OF INCORPORATION  
OF CARNEY FINANCIAL CORPORATION**

The undersigned natural persons, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following articles of incorporation:

**ARTICLE I. NAME**

The name of the corporation is **CARNEY FINANCIAL CORPORATION**.

**ARTICLE II. PRINCIPAL OFFICE**

The address of the corporation's principal office is 1101 North Congress Avenue Suite 200, City of Boynton Beach, County of Palm Beach, State of Florida 33426. The name of the initial registered agent of the corporation, located at such office, is Peter H. Carney.

**ARTICLE IIA. PURPOSE**

This corporation is organized for the following purposes:

a. To transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act .

b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

**ARTICLE III. CAPITAL STOCK**

The total number of shares of capital stock which the corporation shall be authorized to issue is 1000 shares. Such shares shall be of a single class of common stock, and shall be without par value.

**ARTICLE IV. INITIAL REGISTERED OFFICE**

The address of the corporation's initial registered office is 1101 North Congress Avenue Suite 200, City of Boynton Beach, County of Palm Beach, State of Florida 33426. The name of the initial registered agent of the corporation, located at such office, is Peter H. Carney.

**ARTICLE V. SUBSCRIBERS**

The name and address of each person signing these articles of incorporation as a subscriber is:

Name	Address
Thomas F. Carney, Jr.	1101 N. Congress Ave. #200 Boynton Beach, FL 33426
Peter H. Carney	1101 N. Congress Ave. #200 Boynton Beach, FL 33426

#### ARTICLE VI. DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided. PRINCIPAL OFFICE

#### ARTICLE VII. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

#### ARTICLE VIII. CAPITALIZATION

The amount of capital with which the corporation will begin is not less than \$1,000.00.

#### ARTICLE IX. DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is two (2), and the names and addresses of the initial directors are:

Names	Addresses
Thomas F. Carney, Jr.	1101 N. Congress Ave. #200 Boynton Beach, FL 33426
Peter H. Carney	1101 N. Congress Ave. #200 Boynton Beach, FL 33426

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be two (2) years and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

#### ARTICLE X. BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than fifteen (15) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of a majority of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

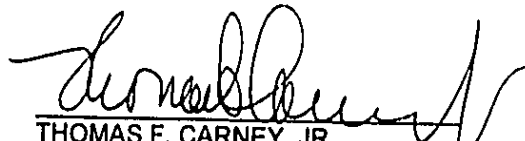
#### ARTICLE XI. DISSOLUTION

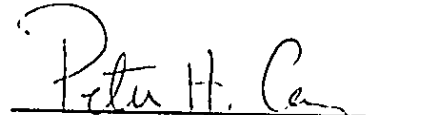
The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least the majority of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him/her.

I hereby am familiar with and accept the duties and responsibilities as registered agent for  
**CARNEY FINANCIAL CORPORATION.**

  
Peter H. Carney

In witness hereof, we, the undersigned incorporators of this corporation, have  
executed these articles of incorporation at Bogalusa Bogalusa, LA on  
August 20, 1976.

  
THOMAS F. CARNEY, JR.

  
PETER H. CARNEY