

DEC 5 1996 THU 12 28 AM

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((H96000017042 9))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904) 385-6735
(904) 385-6761

FAX #:

NAME: COMMERCIAL INVESTMENT FINANCIAL SERVICES, IN AUDIT
NUMBER.....H96000017042 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5 CERT. COPIES.....0
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** ENTER 'M' FOR MENU. **

DEC 5 1996 THU 12 28 AM
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and initials in the bottom right corner.

ARTICLES OF INCORPORATION
OF
COMMERCIAL INVESTMENT FINANCIAL SERVICES, INC.

FILED
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The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is COMMERCIAL INVESTMENT FINANCIAL SERVICES, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually commencing at the time of filing the Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting all business which may be permitted under the laws of the State of Florida and approved by the Board of Directors.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares common stock at \$10.00 par value.

THOMAS J. WOOLLEY, JR., ESQUIRE
639 E. Ocean Ave., Suite 408
Boynton Beach, FL 33435
Fla. Bar No.: 166163
(561) 737-4818

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 639 East Ocean Avenue, Suite 408, Boynton Beach, Florida 33435. The name of the initial registered agent of this corporation is THOMAS J. WOOLLEY, JR., ESQUIRE. The principal office and/or mailing address of the corporation is 1700 South Dixie Highway, Suite 3B, Boca Raton, Florida 33432.

**ARTICLE VII - INITIAL BOARD
OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1) director.

The name and address of the initial director of this corporation are:

CHARLES W. VICKERY
1700 South Dixie Highway, Suite 3B
Boca Raton, FL 33432

VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

THOMAS J. WOOLLEY, JR., ESQUIRE
639 East Ocean Avenue, Suite 408
Boynton Beach, FL 33435

ARTICLE IX - BY-LAWS

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of December, 1996.



THOMAS J. WOOLLEY, JR., ESQUIRE

DEC- 5-96 THU 8:30 AM

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that COMMERCIAL INVESTMENT FINANCIAL SERVICES, INC. desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Boca Raton, County of Palm Beach, has named THOMAS J. WOOLLEY, JR., ESQUIRE, 639 East Ocean Avenue, Suite 408, Boynton Beach, Florida 33435, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


THOMAS J. WOOLLEY, JR., ESQUIRE

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96 DEC -5 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a notary public authorized to take acknowledgments in the State and County above, personally appeared THOMAS J. WOOLLEY, JR., ESQUIRE known to me and known by me to be the person who executed the foregoing Articles of Incorporation and who acknowledged before me that the Articles of Incorporation were executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 4th day of December, 1996.

Sharon L. Royal
NOTARY PUBLIC-STATE OF FLORIDA

My commission expires:
(SEAL)



H910000/7042