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H. IRWIN LEVY  
OF COUNSEL

January 9, 1997

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

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-01/13/97--01039--003  
\*\*\*\*122.50 \*\*\*\*122.50

RE: C & L FINANCIAL SERVICES, INC.

Dear Sir/Madam:

Enclosed for filing with your office are Articles of Incorporation for the above-referenced corporation together with filing fee in the amount of \$122.50. Please return a certified copy of the filed Articles to my attention.

Very truly yours,

*Joan Ferraro*  
Secretary to JEFFREY D. KNEEN

jf  
enc.

cc: Cass & Levy

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FILED  
97 JAN 13 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TB

**ARTICLES OF INCORPORATION  
OF  
C & L FINANCIAL SERVICES, INC.**

**FILED**  
**1977 JAN 13 AM 9:00**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I -- NAME AND PRINCIPAL ADDRESS**

The name of the corporation shall be C & L FINANCIAL SERVICES, INC. The principal office and mailing address of the corporation is 440 Columbia Drive, Suite 500, West Palm Beach, FL 33409.

**ARTICLE II -- DURATION**

The corporation shall have perpetual existence.

**ARTICLE III -- PURPOSE**

The purpose of this corporation is engaging in any activity or business permitted under the laws of the United States or of this State.

**ARTICLE IV -- CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of capital stock with a par value of \$1.00 per share.

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

The street address in this state of the initial registered office of the corporation is 440 Columbia Drive, Suite 500, West Palm Beach, Florida 33409, and the name of the initial registered agent at such address is Martin Cass.

**ARTICLE VI -- INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are:

Martin Cass  
440 Columbia Drive  
Suite 500  
West Palm Beach, FL 33409

Howard Levy  
440 Columbia Drive  
Suite 500  
West Palm Beach, FL 33409

ARTICLE VII -- INCORPORATOR

The names and addresses of the persons signing these Articles are: Martin Cass, 440 Columbia Drive, Suite 500, West Palm Beach, Florida 33409 and Howard Levy, 440 Columbia Drive, Suite 500, West Palm Beach, Florida 33409.

IN WITNESS WHEREOF, we have made and subscribed these Articles this 24 day of December, 1996.

Martin Cass, Incorporator/Director

Howard Levy, Incorporator/Director

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

ss

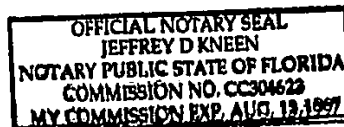
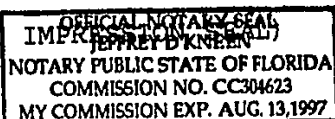
Before me personally appeared Martin Cass and Howard Levy to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed. They are personally known to me or produced as identification.

WITNESS my hand and official seal this 24 day of December, 1996.

NOTARY PUBLIC

My Commission Expires:

(NOTARIAL



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I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN THESE ARTICLES OF INCORPORATION.

Martin Cass  
MARTIN CASS