

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: all Florida Financial
Group Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s) <u>photo</u>		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
300002075563--D		
<input type="checkbox"/> Name Reservation	-02/03/97--01024--027	
<input type="checkbox"/> Annual Report/Reinstatement	*****70.00	*****70.00
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 2/3 12:00 2/3

FILED
97 FEB -3 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALL FLORIDA FINANCIAL GROUP, INC.

I, THE UNDERSIGNED HEREBY APPLY FOR THE PURPOSE OF BECOMING A CORPORATION, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA, PROVIDING FOR THE FORMATION, LIABILITIES, RIGHTS, PRIVILEGES, AND IMMUNITIES OF A CORPORATION FOR PROFIT.

ARTICLE I

NAME: THE NAME OF THE CORPORATION SHALL BE ALL FLORIDA FINANCIAL GROUP INC..

LOCATION: THE CORPORATION'S PRINCIPAL OFFICE AND REGISTERED OFFICE ARE LOCATED AT 7520 NW FIFTH STREET, SUITE 100, PLANTATION, FLORIDA, 33317.

ARTICLE II

GENERAL NATURE OF BUSINESS: THE GENERAL NATURE OF THE BUSINESS AND OBJECTS AND PURPOSES TO BE TRANSACTED AND CARRIED ON ARE TO DO ANY AND ALL THINGS HEREIN MENTIONED, AS FULLY AND TO THE SAME EXTENT AS A NATURAL PERSON MIGHT OR COULD DO, VIZ:

A. TO PERFORM ANY AND ALL FUNCTIONS OF A MORTGAGE BROKERAGE BUSINESS, OR CORRESPONDENT LENDER AS EMPOWERED UNDER THE LAWS AND STATUTES OF THE STATE OF FLORIDA.

B. TO MAKE OR CARRY OUT CONTRACTS FOR ITSELF AND AS MANAGING AGENT FOR OTHERS OF WHAT SOEVER KIND AND NATURE AND TO CONDUCT ALL BUSINESS PERTINENT THERETO.

C. GENERALLY, TO EXERCISE ANY AND ALL POWERS THAT A NATURAL PERSON COULD OR WOULD BE ABLE TO EXERCISE UNDER CURRENT AND FUTURE LAWS.

ARTICLE III

CAPITAL STOCK: THIS CORPORATION SHALL BE AUTHORIZED ONE THOUSAND (1000) SHARES OF CAPITAL STOCK, TEN CENTS PAR VALUE. WHICH SAID STOCK SHALL BE ENTITLED TO ANY AND ALL DIVIDEND PAYMENTS, WHATSOEVER, WHICH MAY BE DECLARED AND PAID BY THE CORPORATION DURING ITS EXISTENCE.

THE FOREGOING CAPITAL STOCK SHALL BE FULLY PAID AND NON ASSESSABLE, AND CONSIDERATION FOR ALL SUCH STOCK SHALL BE PAYABLE IN CASH, PROPERTY, LABOR OR SERVICES AND THE VALUATION OF SUCH PROPERTY, SERVICES OR LABOR SHALL BE PROPERLY FIXED BY THE BOARD OF DIRECTORS AT A MEETING CALLED BY SUCH BOARD OF DIRECTORS.

ARTICLE IV

NUMBER OF DIRECTORS THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE NOT LESS THAN ONE (1), NOR MORE THAN THREE (3),

ARTICLE V

THE AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS: THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL COMMENCE IS ONE HUNDRED DOLLARS, (\$100),

ARTICLE VI

EXISTENCE: THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE VII

OFFICERS AND BOARD OF DIRECTORS: THE NAMES AND ADDRESSES OF THE OFFICERS AND BOARD OF DIRECTORS OF THIS CORPORATION FOR THE FIRST YEAR OR UNTIL SUCCESSORS ARE NAMED SHALL BE:

DAVE C. SINCLAIR
PRESIDENT, SECRETARY, TREASURER
DIRECTOR

11451 NW 23RD STREET
PLANTATION FL 33323

ARTICLE IX

NAMES, ADDRESSES OF SHAREHOLDERS IN EXCESS OF TEN PERCENT OF THE STOCK SUBSCRIPTION. THE NAME AND POST OFFICES ADDRESSES OF EACH SUBSCRIBER AND NUMBER OF SHARES OF WHICH THEY AGREE TO TAKE ARE:

NAME	SHARES	ADDRESS
DAVE C. SINCLAIR	501	11451 NW 23RD ST PLANTATION, FL 33323
MILTON E. WELLS	125	4732 SW 11TH COURT PLANTATION, FL 33317
AMY E. COHN	99	8020 FAIRVIEW DRIVE TAMARAC, FL 33321
JOSHUA S. COHN	99	11890 NW 7TH STREET PLANTATION, FL 33325
IRVING MOVER	99	172 SYLVAN STREET MALDEN, MA 02146
DOROTHY MOVER	77	172 SYLVAN STREET MALDEN, MA 02146

ARTICLE X

STOCKHOLDER'S AGREEMENTS: STOCKHOLDERS OF THIS CORPORATION MAY ENTER SUCH STOCKHOLDER'S AND TRUSTEE'S AGREEMENTS AS THEY SEE FIT WHEREIN AND WHEREBY SUCH STOCKHOLDER'S AGREEMENTS AND PROVISIONS ARE NOT TO BE CONTRARY TO THE LAWS OF THE STATE OF FLORIDA.

IN WITNESS THEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL TO ACKNOWLEDGE THE FOREGOING ARTICLES OF INCORPORATION TO BE FILED IN THE OFFICE OF THE SECRETARY OF STATE, THIS 31 DAY OF JANUARY, 1997.


DAVE C. SINCLAIR

FILED
97 FEB -3 PM 3: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS ALL FLORIDA FINANCIAL GROUP,
INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

MILTON E. WELLS 4732 SW 11TH CT., PLANTATION, FLORIDA 33317

SIGNATURE: *Milton E. Wells*

TITLE: INCORPORATOR

DATE: *1/31/97*

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CERTIFICATON AT THE PLACE DESIGNATED
IN THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND TO 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 AM FAMILIAR WITH AND
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Milton E. Wells
MILTON E. WELLS