

7970000/5723

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 \$ _____

FILED

97 FEB 19 AM 11:31
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

TX AL FEB 19 1997

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 2/19 12:00

RE: Sovereign Financial Group Inc

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" 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)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<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

ARTICLES OF INCORPORATION

of

SOVEREIGN FINANCIAL GROUP, INC.

FILED

97 FEB 19 AM 11:31

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is:

SOVEREIGN FINANCIAL GROUP, INC.

The corporation's principal office and mailing address is:

**SOVEREIGN FINANCIAL GROUP, INC.
72 S.E. 6TH AVENUE
DELRAY BEACH, FLORIDA 33483**

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any lawful activities permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and mailing address of the Initial Registered Agent of this Corporation is:

**ROBERT W. TOTH
72 S.E. 6TH AVENUE
DELRAY BEACH, FLORIDA 33483**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director(s) 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). The name(s) and address(es) of the initial director(s) of the corporation are as follows:

**ROBERT W. TOTH
72 S.E. 6TH AVENUE
DELRAY BEACH, FL 33483**

ARTICLE VII - INCORPORATORS

The name(s) and address(es) of the person(s) signing these Articles of Incorporation are as follows:

ROBERT W. TOTTH
72 S.E. 6TH AVENUE
DELRAY BEACH, FL 33483

IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation this 18th day of FEB, 1997.

ROBERT W. TOTTH

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

before me, a Notary Public authorized to take
acknowledgements in the State and County set forth above,
personally appeared

ROBERT W. TOTH

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that HE executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 18TH day of FEB., 1997.

(Notary Public, State of Florida at Large)

(Notary Seal)

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

FILED

97 FEB 19 AM 11:31

CERTIFICATE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

SOVEREIGN FINANCIAL GROUP, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034,
the following is submitted:

The above corporation, desiring to organize under the laws
of the State of Florida with its registered office as
indicated in the Articles of Incorporation at

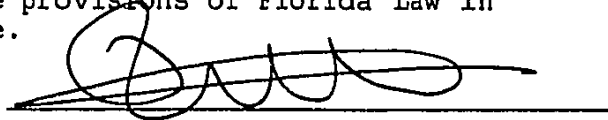
**72 S.E. 6TH AVENUE
DELRAY BEACH, FLORIDA 33483**

has named **ROBERT W. TOTH**

located at the aforesaid address, as its Registered Agent to
accept service of process within this state.

ACKNOWLEDGEMENT

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 provisions of Florida Law in
keeping open said office.



Robert W. Toth, Registered Agent