

P97000018279



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 261143 153049A

AUTHORIZATION :

Patricia Pzyts

COST LIMIT : \$ 122.50

ORDER DATE : February 14, 1997

ORDER TIME : 1:08 PM

ORDER NO. : 261143-005

CUSTOMER NO: 153049A

CUSTOMER: Ms. Ellen M. Clark
EMC SERVICES

P. O. Box 2051

Pompano Beach, FL 33061

500002098305--B

RECEIVED

96 FEB 23 PM 4:11

DOMESTIC FILING

NAME: INDEP FINANCIAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 26 AM 9:24

FILED

K.R. FEB 27 1997

**ARTICLES OF INCORPORATION
OF
INDEP FINANCIAL, INC.**

FILED
97 FEB 26 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of the Corporation is: INDEP FINANCIAL, INC.

ARTICLE II.

DURATION

This Corporation shall have perpetual existence.

ARTICLE III.

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 4270 N.W. 19th Avenue, Ste. E, Pompano Beach, Florida 33064.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4270 N.W. 19th Avenue, Ste. E., Pompano Beach, Florida 33064, and the name of the initial registered agent of this Corporation at that address is NICHOLAS STARS.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have one (1) director initially.

The number of directors may be increased or decreased from time to time by the By-Laws. The name and address of the initial director is:

**NICHOLAS STARS
4270 N.W. 19th Avenue, Ste. E
Pompano Beach, Florida 33064**

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue Five Thousand (5,000) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE VIII.

INCORPORATOR

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

**NICHOLAS STARS
4270 N.W. 19th Avenue, Ste. E
Pompano Beach, Florida 33064**

ARTICLE IX.

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

ARTICLE X.

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XII.

INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE XIII.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12 day of February, 1997.



NICHOLAS STARS

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing Articles of Incorporation were acknowledged before me this 12th day of February, 1997, by NICHOLAS STARS. He X is personally known to me, or _____ produced _____ as identification.



NOTARY PUBLIC, State of Florida

(SEAL) Ellen M. CLARK

Printed Name of Notary/Serial Number

My Commission Expires:



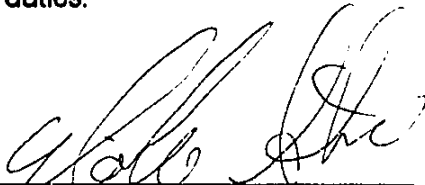
ELLEN M. CLARK
COMMISSION # CC 523990
EXPIRES FEB 17, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE OF REGISTERED AGENT

The undersigned being named as Registered Agent to accept service of process of INDEP FINANCIAL, INC., at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date:

2/12/97


NICHOLAS STARS

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TALLAHASSEE, FLORIDA