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Law Offices of
HAIMOWITZ & ASSOCIATES, P.A.

555 South Federal Highway, Suite 330
Boca Raton, Florida 33432

Harold B. Haimowitz
Attorney at Law

Telephone: (561) 394-4226
Facsimile: (561) 394-4382

February 24, 1997

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Attn: Dana Calloway

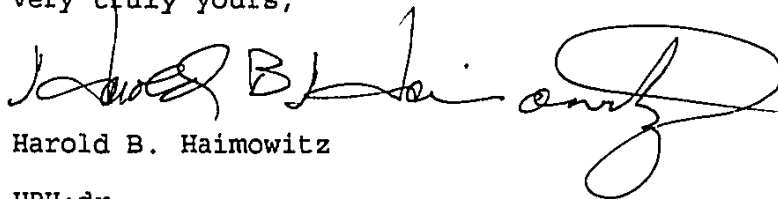
RE: NORTHERN FINANCIAL CORPORATION

Dear Ms. Calloway:

Enclosed please find an original and one copy of Articles of Incorporation for NORTHERN FINANCIAL CORPORATION along with my check #1276 in the sum of \$122.50 payable to the Florida Department of State as the filing fee.

Please file these Articles of Incorporation and return a certified copy to me at your earliest possible convenience. I would also appreciate your faxing me a filed copy and your cover letter to (561) 394-4382. Thanking you for your many courtesies.

Very truly yours,



Harold B. Haimowitz

HBH:dr
Enclosures

FILED
97 FEB 26 PM 3:44
TALLAHASSEE, FLORIDA

R. G. GORDON MAR 4 1997

**ARTICLES OF INCORPORATION
OF
NORTHERN FINANCIAL CORPORATION**

FILED
97 FEB 26 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned both being competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: **NORTHERN FINANCIAL CORPORATION**, and its principal office shall be located at 7205 Mandarin Drive, Boca Raton, Florida 33433.

**ARTICLE II
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

This Corporation shall be authorized to issue and have outstanding 100,000,000 shares of common stock, \$.001 par value per share and 25,000,000 shares of preferred stock.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Hartley Lord
7205 Mandarin Drive
Boca Raton, Florida 33433

**ARTICLE VI
BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially. The number of directors may be either increased or decreased from time to time by the Board of Directors or by the by-laws, however, there shall never be less than one (1) Director nor more than seven (7).

**ARTICLE VII
INITIAL DIRECTORS**

The name and address of the initial Director of this Corporation is:

Hartley Lord
7205 Mandarin Drive
Boca Raton, Florida 33433

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successors are elected or appointed and have qualified, whichever occur first.

**ARTICLE VIII
INCORPORATORS**

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

Hartley Lord
7205 Mandarin Drive
Boca Raton, Florida 33433

**ARTICLE IX
INDEMNIFICATION**

This Corporation shall indemnify to the fullest extent permitted by Florida Statute 607.0850, as may be amended from time to time, any directors or officers of the Corporation who are a party or who are threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officers or directors in their official capacity. This Corporation shall not indemnify any directors or officers in any action or suit, threatened, pending or completed, brought by them against the Corporation, in the event the officers or directors are not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer,

employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation. Pursuant to Florida Statute 607.0850(9), no court order indemnification shall, under any circumstances, be permitted.

ARTICLE X AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Florida Statute 607.0901, as amended from time to time, relating to affiliated transactions.

ARTICLE XI CONTROL SHARE ACQUISITIONS

This corporation expressly elects not to be governed by Florida Statute 607.0902, as amended from time to time, relating to control share acquisitions.

ARTICLE XII AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed the foregoing Articles of Incorporation on this 21st day of February, 1997.


HARTLEY LORD, *Incorporator*

STATE OF FLORIDA COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on this 21st day of February, 1997, by Hartley Lord, as Incorporator. Hartley Lord is personally known to me or has produced his driver's licenses as identification and did take an oath.



David Rosenblatt
MY COMMISSION # CC583779 EXPIRES
October 15, 2000
BONDED TRIPLE TRACY FARM INSURANCE, INC.


Notary Public, State of Florida

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

NORTHERN FINANCIAL CORPORATION, a Corporation existing under the laws of the State of Florida with its principal office at 7205 Mandarin Drive, Boca Raton, Florida 33433, has named Hartley Lord, whose address is 7205 Mandarin Drive, Boca Raton, Florida 33433, as its agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.



HARTLEY LORD, REGISTERED AGENT

FILED
97 FEB 26 PM 3:44
TALLAHASSEE, FLORIDA