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LOUIS A.H. PEPPER

ATTORNEY AT LAW

98 CUTTER MILL ROAD
GREAT NECK, NEW YORK 11021

(516) 466-2866

FAX: (516) 466-2893

February 26, 1997

UPS - OVERNIGHT

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-02/27/97--01074--021
****183.75 ****183.75

Re: National Financial Systems, Inc.
Our file no. 59833/131

To the Division of Corporations:

We enclose the following documentation:

- Articles of Incorporation
 - original plus three copies (2 certified and 1 certificate)
 - this name has been reserved and the reservation number is R9700000047
- Certificate of Designation of Registered Agent/Registered Office
- Filing fee in the amount of \$183.75 payable to Secretary of State which includes two certified copies and a certificate

If there is any question, please call me.

Very truly yours,



Louis Pepper

LP:lsj
enclosures

R97-476
DMP
3/4/97

FILED
97 FEB 27 PM 3:46
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED

97 FEB 27 PH 3:46

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

NATIONAL FINANCIAL SYSTEMS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

972 Brush Hollow Road
Westbury, NY 11590-1707

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Hank Hernandez
1100 West Oakland Park Boulevard
Ft. Lauderdale, FL. 33311

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

LOUIS A.H. PEPPER
98 Cutter Mill Road
Great Neck, NY 11021

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

20th day of February, 1997.

(An additional article must be added if an effective date is requested.)



Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

97 FEB 27 PM 3:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is NATIONAL FINANCIAL SYSTEMS, INC.
2. The name and address of the registered agent and office is:

Mr. Hank Hernandez

(NAME)

1100 West Oakland Park Blvd.

(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Ft. Lauderdale, FL 33311

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and 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 I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

2-20-97

(DATE)