

P97000030192

Bernice M. Bickel

1251 SW 27th Street
Palm City, Florida 34990
407.220.9800

March 27, 1997

State of Florida
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed you will find new Articles of Incorporation of Financial Services Alliance, Inc., together with a letter from the old corporation of the same name in which they release the use of the name to me, all as instructed by your office.

Please activate the new corporation.

Thank you.

Sincerely,



Bernice M. Bickel
Encl.

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02/21/97

Douglas W. Dittmann

Treasure Coast Bank Building, Suite #100
Martin Downs Blvd. at Mapp Road
1251 South West 27th Street
Palm City, Florida 34990
407.220.9800

March 24, 1997

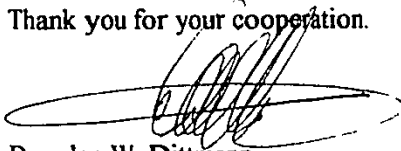
State of Florida, Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Financial Services Alliance, Inc. (Administratively Dissolved 8/23/96)

Gentlemen:

This is to certify to you that I am the sole shareholder, officer and director of the subject corporation, and that the corporation will not reinstate its corporate status. We hereby abandon all rights to the name "Financial Services Alliance, Inc." and consent to the use of that name by anyone else after this date.

Thank you for your cooperation.



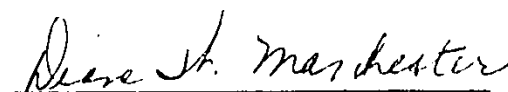
Douglas W. Dittmann

STATE OF FLORIDA)
COUNTY OF MARTIN)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **DOUGLAS W. DITTMANN**, known to me and known by me to be the person who executed the foregoing Letter of Non-reinstatement, and he exhibited his Florida Driver's License #D355-179-50-3250, and acknowledged before me that he executed this Letter.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the State and County aforesaid this 24th day of March, 1997.

 **DIANE W. MANCHESTER**
COMMISSION # CC 587319
EXPIRES SEP 10, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public
Diane W. Manchester

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FILED

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**ARTICLES OF INCORPORATION
OF
FINANCIAL SERVICES ALLIANCE, INC.**

ARTICLE I - NAME

The name of this corporation is **FINANCIAL SERVICES ALLIANCE, INC.**
The principal and mailing address is 1251 SW 27th Street, Palm City, Florida 34990.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of No Par Value Common Stock.

ARTICLE V - REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 1251 SW 27th Street, Palm City, Florida 34990, and the name of the initial registered agent of this corporation at that address is **BERNICE M. BICKEL**.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By Laws. The name and address of the initial director of this corporation is: **BERNICE M. BICKEL**, 1251 SW 27th Street, Palm City, Florida 34990.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is **BERNICE M. BICKEL**, 1251 SW 27th Street, Palm City, Florida 34990.

ARTICLE VIII - DIRECTORS' MEETINGS

The directors of this corporation may participate in meetings of the Board of Directors either in person, or by means of a conference telephone, or by fax or other electronic transmission, or by written consent, all as provided by law.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation 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 14th day of March, 1997.

I, **BERNICE M. BICKEL**, having been named as registered agent, am familiar with and do accept the duties and responsibilities as registered agent for said corporation.

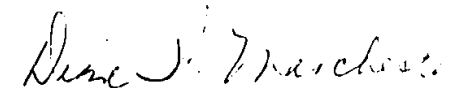

BERNICE M. BICKEL

STATE OF FLORIDA)
COUNTY OF MARTIN)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **BERNICE M. BICKEL**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the State and County aforesaid this 24th day of March, 1997.

 **DIANE W. MANCHESTER**
COMMISSION # CC 587319
EXPIRES SEP 10, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public
Diane W. Manchester