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MITCHELL D. KLEIN, P.A.

MITCHELL D. KLEIN

GISELA NANSON TORRES  
STACY E. JACOBSON

OF COUNSEL  
RONALD R. TORRES

March 26, 1997

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR -9 PM 3:33

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

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-04/04/97--01075--002

\*\*\*122.50 \*\*\*122.50

Re: Majestic Financial Services, Inc.

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the Articles of Incorporation, regarding the above-named corporation. Also, enclosed please find our check in the amount of One Hundred Twenty Two and 50/100 (\$122.50) Dollars, representing the following:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
Certified Copy	\$ 52.50
	\$122.50

Please file the original Articles, and return one (1) certified copy to this office.

Thank you for your cooperation in this matter.

Very truly yours,

  
MITCHELL D. KLEIN

MDK:ljm  
enc.  
ljm512

W 4497

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 29 PM 3:33

ARTICLES OF INCORPORATION  
OF  
MAJESTIC FINANCIAL SERVICES, INC.

The undersigned, as Subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby files these Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME: The name of the corporation is Majestic Financial Services, Inc.

ARTICLE II. PURPOSES AND POWERS OF THE CORPORATION: The corporation may engage in any business or activity permitted under the laws of the United States of America and the State of Florida.

ARTICLE III. CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is five hundred (500) shares of common stock having a par value of One and No/100 (\$1.00) Dollar.

ARTICLE IV. TERM OF EXISTENCE: The corporation is to exist perpetually.

ARTICLE V. DIRECTORS: The corporation shall have two (2) director(s) initially. The number of directors may be increased or decreased from time to time by By-Laws adopted by the shareholders but the number of directors shall never be less than one (1).

ARTICLE VI. FIRST BOARD OF DIRECTORS: The name and post office address of the members of the first board of directors are:

PAUL S. CARTER, II                      2235 Nova Village Drive  
Davie, FL 33317

PEARL J. CARTER                        2235 Nova Village Drive  
Davie, FL 33317

ARTICLE VII. SUBSCRIBER: The name and post office address of the subscriber to these Articles of Incorporation is:

MITCHELL D. KLEIN                      1120 E. Hallandale Beach Blvd.  
Hallandale, FL 33009

ARTICLE VIII. AMENDMENTS: These Articles of Incorporation

directors and all of the stockholders sign a written statement manifesting their intentions that a certain amendment to these Articles of Incorporation be made.

**ARTICLE IX. CONTRACTS:** No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this corporation may be officers or directors of, or have any other interest in, the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.


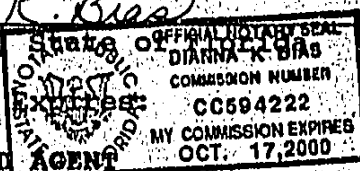
**ARTICLE X. ADDRESS, REGISTERED OFFICE AND REGISTERED AGENT:**  
The initial post office address of the principal office of the corporation is 2235 Nova Village Drive, Davie, FL 33317, and the post office address of the registered office is 1120 E. Hallandale Beach Blvd., Hallandale, FL 33009 and the registered agent is Mitchell D. Klein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of March, 1997.

  
\_\_\_\_\_  
MITCHELL D. KLEIN

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF BROWARD )

The foregoing Articles of Incorporation were acknowledged before me this 26th day of March, 1997.

  
NOTARY PUBLIC  
My Commission Expires: 

**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been named to accept service of process of the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act, relative to keeping said