

LAW OFFICES
PAUL G. MERCER, ESQUIRE

SUITE 502
700 SOUTH ROYAL POINCIANA BLVD.
MIAMI SPRINGS, FLORIDA 33166

TELEPHONE: (305) 884-1111

FILED
97 MAY 12 PM 1:49
TALLAHASSEE, FLORIDA
TELEFAX: (305) 887-1547

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May 8, 1997

Secretary of State
409 East Gaines Street
Tallahassee, FL 32314

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Attn: Division of Corporations

Re: Incorporation of Eastern Financial Federal
Services Corporation

Dear Madam/Sir:

Enclosed herein please find original and copy of Articles of Eastern Financial Federal Services Corporation, along with a check in the amount of \$122.50 to cover the filing fees for same.

Please have the Articles of Incorporation filed and a certified copy returned to my office in the enclosed self addressed envelope.

Thank you for your assistance.

Very truly yours,

Paul Mercer
Paul G. Mercer, Esquire

PGM:jm

Enclosures

2. CHILDS MAY 13 1997

ARTICLES OF INCORPORATION
OF
EASTERN FINANCIAL FEDERAL SERVICES CORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME AND ADDRESS

The name of this corporation is EASTERN FINANCIAL FEDERAL SERVICES CORPORATION.

ARTICLE II - NATURE OF BUSINESS AND POWERS

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

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

Paul G. Mercer, Esq.
700 S. Royal Poinciana Blvd.
Suite 502
Miami Springs, FL 33166

The Board of Directors from time to time may move the Registered Office to any address in the State of Florida.

ARTICLE VI - CORPORATE ADDRESS

The corporate address is:

700 S. Royal Poinciana Blvd.
Miami Springs, FL 33166

ARTICLE VII - INITIAL DIRECTORS

The name of the Initial Director is Donald L. Hersman whose address is 700 S. Royal Poinciana Blvd., Suite 502, Miami Springs, FL 33166.

ARTICLE VIII - BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE IX - INCORPORATORS

The names and street address of the person signing these Articles of Incorporation as the Incorporator is:

Donald L. Hersman
700 S. Royal Poinciana Blvd.
Suite 502
Miami Springs, FL 33166

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain

amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has
executed the foregoing Articles of Incorporation this 8 day of
May, 1997.



Signature of Incorporator

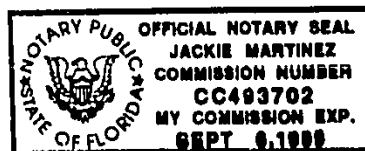
Printed Name: Donald L. Hersman

STATE OF FLORIDA)
 :SS
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared
Donald L. Hersman, to me known to be the person described as
Incorporator, who produced identification and who executed the
foregoing Articles of Incorporation, and acknowledged before me
that he subscribed to these Articles of Incorporation this 8
day of May, 1997.


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

MY COMMISSION EXPIRES:



INITIAL REGISTERED OFFICE AND AGENT OF CORPORATION

Having been named as the initial registered agent of
EASTERN FINANCIAL FEDERAL SERVICES CORPORATION, at the initial
registered office designated in the Articles of Incorporation, to
wit:

Signature of Registered Agent _____

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Paul G. Mercer, who produced identification, known by me to be the person who executed the foregoing Acceptance and he acknowledged before me that he executed the Acceptance as set forth hereinabove.

Jackie Martiny
NOTARY PUBLIC, State of
Florida at Large
My Commission Expires:

