



THE UNITED STATES
CORPORATION
COMPANY

P97000044245

ACCOUNT NO. : 072100000032

REFERENCE : 396334 4340257

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 19, 1997

ORDER TIME : 10:16 AM

ORDER NO. : 396334-005

CUSTOMER NO: 4340257

300002182783--4
-05/19/97--01069--013
*****70.00 *****70.00

CUSTOMER: Mr. Douglas D. Chunn
SMITH, HULSEY & BUSEY

225 Water St. / Ste. 1800
First Union National Bank Twr.
Jacksonville, FL 32202

DOMESTIC FILING

NAME: CHANNEL FINANCIAL CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

FILED
97 MAY 19 PM 3:13
SEC. OF STATE
TALLAHASSEE, FLORIDA

DMC
5.19.97

ARTICLES OF INCORPORATION
OF
CHANNEL FINANCIAL CORPORATION

FILED
97 MAY 19 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I-NAME

The name of this Corporation is Channel Financial Corporation.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation are 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE III-CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock with a par value of \$.01 per share.

ARTICLE IV-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are Sandra D. Reichard, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE V-INDEMNIFICATION

Directors, officers, employees and agents of this Corporation shall be indemnified to the fullest extent permitted by Florida law.

ARTICLE VI-INCORPORATOR

The name and street address of the incorporator are Sandra D. Reichard, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

MAY 19 AM 11:39
OFFICE OF SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII-BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE VIII-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of May, 1997.

Sandra D. Reichard
Sandra D. Reichard

208320.1

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

97 MAY 19 PM 3:13

Pursuant to the provisions of Section 607.0501, ^{SEC. Florida} ~~ALL AGENTS~~ ^{STATE} ~~FLORIDA~~ Statutes, Channel Financial 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 Channel Financial Corporation.

2. The name and address of the registered agent and office are Sandra D. Reichard, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Sandra D. Reichard
Sandra D. Reichard

Date: May 16, 1997