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The Law Firm of
PADAWER and ZIES

Attorneys at Law

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Joseph Padawer
Attorney

Peter J. Basil Zies
Attorney

97 MAY 21 AM 11:39

TALLAHASSEE, FLORIDA

Florida Department of State
Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

In Re: The Paramount Financial II, Corporation

8000002186698--5
-05/21/97--01070--002
*****80.00 *****80.00

May 19th, 1997

Dear Sirs:

Please find enclosed Articles of Incorporation for The Paramount Financial II, Corporation together with the \$80.00 filing fee. Thanking you in advance for your prompt attention to this matter.

request
DOS

Sincerely,

Michelle Ripley-Covell

Michelle Ripley-Covell
Paralegal with
PADAWER & ZIES

PH
5/23/97

ARTICLES OF INCORPORATION
OF
THE PARAMOUNT FINANCIAL II, CORPORATION

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We, the undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I.

The name of the corporation shall be:

THE PARAMOUNT FINANCIAL II, CORPORATION

ARTICLE II.

The general nature of the business or businesses to be carried on or conducted by said corporation shall be:

1. To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes or powers.

In general to have and exercise any and all powers that corporations have and may exercise under the laws of the State of Florida and as the same may be amended.

2. To take, lease, purchase, or otherwise acquire and to own, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide, and otherwise handle, deal in, and dispose of real estate, real property and any interest or right therein.

3. To take, purchase, or otherwise acquire, and to own, hold, sell convey, exchange, hire, lease, pledge, mortgage, and otherwise deal in and dispose of such personal property, chattels, rights, easements, privileges, choses in action, bonds, and securities as may be lawfully acquired, held, or disposed of by it under the laws of the State of Florida.

ARTICLE III.

The capital stock of the corporation shall consist of 100 shares, with no par value, fully paid and non-assessable. The whole or any part of the capital stock of the corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the directors.

ARTICLE IV.

The amount of capital with which this corporation shall commence business is \$500.00.

ARTICLE V.

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI.

The principal office of this corporation shall be located at 101 Sunnyside Road, Casselberry, Florida 32707, but it may have such other offices within or without the State of Florida and within or without the United States of America as may be necessary or convenient.

ARTICLE VII.

The names and post office addresses of the Incorporators of this corporation are:

NAME	ADDRESS
STEVE HOPE	801 NORTH DOUGLAS AVENUE, SUITE 100 ALTAMONTE SPRINGS, FLORIDA 32714
LAWRENCE J. CULOTTA	7919 NAPOLEON STREET ORLANDO, FLORIDA 32825

ARTICLE VIII.

The names and the post office address of the first Board of Directors and officers of this corporation who shall hold office until their successors are elected and qualified shall be:

NAME	ADDRESS
STEVE HOPE	801 NORTH DOUGLAS AVENUE, SUITE 100 ALTAMONTE SPRINGS, FLORIDA 32714
LAWRENCE J. CULOTTA	7919 NAPOLEON STREET ORLANDO, FLORIDA 32825

The number of the Board of Directors shall not be less than one (1) or more than three (3).

ARTICLE IX.

The post office addresses of each of the subscribers to the capital stock of the corporation and the number of shares of stock each agrees to take are:

NAME	ADDRESS	NO. OF SHARES
STEVE HOPE	801 NORTH DOUGLS AVENUE SUITE 100 ALTAMONTE SPRINGS, FLORIDA 32714	50
LAWRENCE J. CULOTTA	7919 NAPOLEON STREET ORLANDO, FLORIDA 32825	50

ARTICLE X.

In furtherance, and not in limitation of the powers conferred by statute, this corporation shall have and may exercise powers as follows:

1. If the By-laws so provide, the corporation shall have power to hold meetings, both of stockholders and directors, either within or without the State of Florida, to have one or more offices in addition to the principal office in Florida (subject to the provisions of the Statute) outside the State of Florida, at such places as may be from time to time designated by them.

2. Meetings of Directors and Stockholders may be held, upon such notice thereof as may be set forth in the By-laws of the corporation, subject to the statutory restrictions of the corporation, relative thereto, but any requirements as to notice of such meeting that may be set forth in the By-laws of the corporation shall not prevent, and nothing herein shall be construed as preventing any stockholder or director from waiving notice of any meeting in such manner as may be provided by the Statutes of the State of Florida and the By-laws of this corporation consistent therewith.

3. The number of the Directors of this corporation shall be fixed from time to time by the By-laws, subject to any limitations imposed by then currently valid Statutes of the State of Florida.

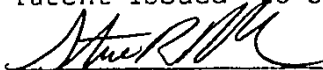
4. The corporation in its By-laws may confer upon the directors powers additional to the foregoing, and to the powers and authorities expressly conferred upon them by statute, and may limit such powers in any manner permitted by law.

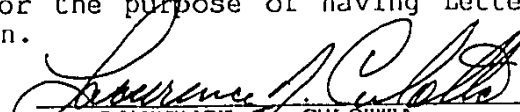
5. It shall not be necessary for any officer of the corporation, other than the President, to be a director, or for any officer to be a stockholder.

6. The annual meeting of the stockholders shall be held on such day as may be fixed by the By-laws of the corporation, and the date of such meeting may be changed from time to time as the By-laws provide; and the manner of calling meetings of stockholders and directors shall be fixed by the By-laws.

7. The corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

WE THE UNDERSIGNED, being the original subscribers of the capital stock of THE PARAMOUNT FINANCIAL II, CORPORATION, as herein set forth do make and file this Certificate, hereby declaring and certifying the facts herein stated are true, and that said Certificate is made for the purpose of having Letters Patent issued to said corporation.

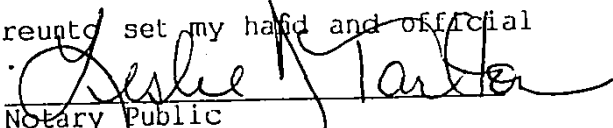

STEVE HOPE


LAWRENCE J. CULOTTA

STATE OF FLORIDA
COUNTY OF SEMINOLE

TO WHOM IT MAY CONCERN: BE IT KNOWN that before me, the undersigned officer duly authorized under the laws of the State of Florida to administer oaths and take affidavits, this day personally appeared STEVE HOPE AND LAWRENCE J. CULOTTA to me well known and known to be the persons who subscribed to and signed the above and foregoing Articles of Incorporation, and they acknowledged, for themselves, that they made and subscribed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 19th day of May, 1997.


Notary Public
My Commission Expires:

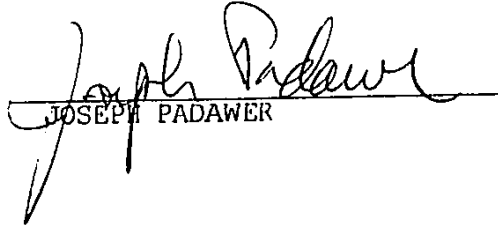


LESLIE D. TARLTON
My Commission CC370910
Expires May. 08, 1998
Bonded by HAI
800-422-1555

The street address of the Registered Office of this Corporation is 2500 West Lake Mary Blvd., Suite 212A, Lake Mary, Florida 32746. The name of the Registered Agent is JOSEPH PADAWER.

STATEMENT OF THE REGISTERED AGENT

I am familiar with and accept the duties and responsibilities as Registered Agent of THE PARAMOUNT FINANCIAL II, CORPORATION.


JOSEPH PADAWER

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