



P910000 46907

Phillips, Eisinger & Koss, P.A.

Attorneys At Law

Presidential Circle
4000 Hollywood Boulevard
Suite 265 South
Hollywood, Florida 33021

Miami Location

Alfred I. Dupont Building
169 East Flagler Street
Suite 1000
Miami, Florida 33131

Please respond to:
Hollywood Office (X)
Miami Office ()

TELEPHONE:
954 894-8000
FACSIMILE
954 894-8015

May 23, 1997

VIA CERTIFIED MAIL

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

600002192206--1
-05/27/97--01153--001
****122.50 ****122.50

Re: Articles of Incorporation
Affiliated Financial Corporation II, Inc.

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the above-referenced Articles of Incorporation, along with Check #3241 in the amount of \$122.50, made payable to the Secretary of State. Payment is broken down as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
TOTAL:	\$122.50

Kindly return the certified copy of the Articles to the attention of the undersigned in the self-addressed stamped envelope which is enclosed for your convenience. Thank you in advance for your prompt attention to this matter.

Very truly yours,

Jeremy A. Koss
For the Firm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 27 PM 12:41

JAK:cpb
Enclosures

Same people have P95-23932

ARTICLES OF INCORPORATION
OF
AFFILIATED FINANCIAL CORPORATION II, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 27 PM 12:42

ARTICLE I
NAME

The name of this corporation shall be:

AFFILIATED FINANCIAL CORPORATION II, INC.

ARTICLE II
DURATION

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

ARTICLE III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one hundred thousand (100,000) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 3900 Hollywood Boulevard, Suite 201, Hollywood, Florida 33021.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021, and the name of the initial registered agent is Jeremy Koss.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The names of the Directors are:

Douglas Jacobs and Alan Reyf

The address of the Directors is as follows: 3900 Hollywood Boulevard, Suite 201, Hollywood, Florida 33021.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is Douglas Jacobs, 3900 Hollywood Boulevard, Suite 201, Hollywood, Florida 33021. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

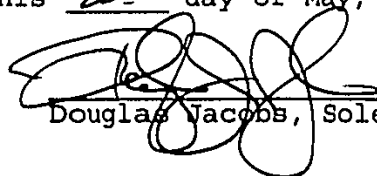
ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI
AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22ND day of May, 1997.

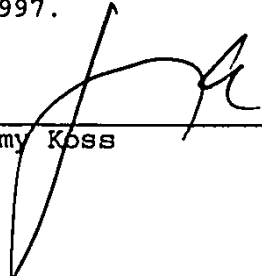


Douglas Jacobs, Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 22 DAY OF MAY, 1997.

By: 
Jeremy Koss

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 27 PM 12:42