

Edward J. Kinberg, P.A.
Attorney

May 29, 1997

Secretary of State
The Capitol
Tallahassee, Florida 32299-0250

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****122.50 ****122.50

Att: Corporate Filings

Re: West Financial Holdings, Incorporated

Dear Sir/Madam:

RECEIVED
6-1-97

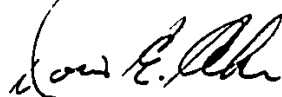
In connection with our above referenced client, enclosed for filing please find original and one copy of the Articles of Incorporation with designation of and acceptance by registered agent.

Please file the original Articles, certify the copy thereof and return the certified copy to this office, we enclose a stamped, self-addressed envelope for your use. Also enclosed is our check in the amount of \$122.50.

If you have any questions and/or comments please feel free to call this office.

Very truly yours,

EDWARD J. KINBERG, P.A.



Doris E. Ahern
Legal Assistant

/dea
enc.
cc: Wm. West

FILED
97 JUN -2 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date 6/2/97

ARTICLES OF INCORPORATION

OF

WEST FINANCIAL HOLDINGS, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator does hereby certify he is forming a body corporate under and by virtue of the laws of the State of Florida for the transaction of business with and under the following charter:

ARTICLE I

The name of the Corporation shall be: West Financial Holdings, Incorporated

ARTICLE I

The general nature of the business to be transacted by this Corporation and its powers shall be to engage in any lawful business as provided for under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which may be issued by this Corporation is One Thousand (1000) shares of common stock, par value \$.01 per share.

ARTICLE IV

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury share; provided, however, each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of same class then outstanding.

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ARTICLE V

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

ARTICLE VI

The mailing and street address of the principal office of this Corporation shall be:

591 Biscayne Lane, Sebastian, Florida 32958.

ARTICLE VII

The business of the Corporation shall be conducted and managed by a Board of Directors, consisting of not less than one (1) member, as fixed from time to time by the By-Laws of the Corporation. The Corporation shall have one (1) Director initially.

ARTICLE VIII

The name and street address of the first Board of Directors of this Corporation who shall hold office until their successors are elected and qualified shall be:

NAME	ADDRESS
William Vryce West, Jr.	591 Biscayne Lane Sebastian, Florida 32958

ARTICLE IX

The officers of the Corporation shall be elected by the Board of Directors of the Corporation at a meeting to be held immediately following each annual meeting of the stockholders. New offices may be created, and appointment may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the Corporation shall be prescribed by the By-Laws.

ARTICLE X

In furtherance and not in limitation of the powers conferred by statute, the Corporation shall have and may exercise the following powers:

1. The Corporation shall have the power, if the By-Laws so provide, to hold meetings, both of stockholders and Directors, either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

2. Meetings of the Directors or stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the Corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings 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 or permitted by the statutes of the State of Florida, and by the By-Laws of this Corporation consistent therewith.

3. The number of Directors of this Corporation shall be fixed from time to time by the By-Laws, subject to any limitation imposed by the Articles of Incorporation or any amendment thereto. Any vacancy in the Board of Directors, caused by an increase in the number of Directors, or by death, resignation, or other cause, may be filled by the Directors in office, by the affirmative vote of a majority then in office, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders, and until his successor shall have been elected and shall have qualified.

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.

5. It shall not be necessary for any officer of the Corporation 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 may 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 these Articles of Incorporation, or hereafter prescribed statute, and all rights conferred on stockholders herein are granted subject to this reservation, except that any amendment to Article IV shall require a majority approval of all issued shares of common stock, voting and non-voting, and the holders of such voting and non-voting shares of common stock shall be deemed a shareholder of record entitled to vote.

ARTICLE XI

Each Director and officer in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him by reason of his being or having been an officer of the Corporation or Director of the Corporation, whether or not wholly owned or by reason of any act or omission to act as such Director or officer, provided that he shall not have been derelict in the performance of his duty as to the matters or matter in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director or officer may be entitled as a matter of law.

ARTICLE XII

No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or officers of this Corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors, or officers of such other firm or corporation; and any Director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested, and no contract, act or transaction of this Corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or officer or officers of this Corporation is a party or parties to, or are interested in such contract, act or association or corporation, and each and every person who may become a Director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested.

ARTICLE XIII

The registered agent shall be Edward J. Kinberg, and the registered office address the above named registered agent shall occupy is located at 2101 Waverly Place, Suite 200E, Melbourne, Florida 32901.

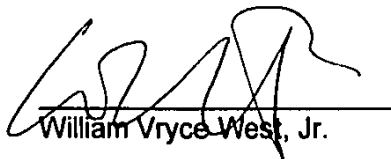
ARTICLE XIV

The date of corporate existence shall be June 1, 1997, provided these Articles are filed with the Department of State within five business days of the date of acknowledgment, exclusive of legal holidays, and if not so existence shall be the date of such filing.

ARTICLE XV

The name and street address of the incorporator of these Articles of Incorporation is William Vryce West, Jr., 591 Biscayne Lane, Sebastian, Florida 32958.

IN EXECUTION HEREOF, I have hereunto set my hand and seal, and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 28th day of May 1997.

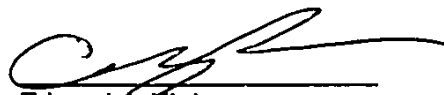

William Vryce West, Jr.

Acceptance of Registered Agent

Having been named as registered agent and designated to accept service of process for the above corporation, 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 I am familiar with and accept the obligations of my position as registered agent.

Date:

May 27, 1997


Edward G. Kinberg
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA