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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JUN 23 AM 9:25

LAW OFFICE  
**EISEN & WILLITS**  
(A Partnership of Professional Associations)  
299 CAMINO CLARDENS BLVD.  
SUITE 204  
BOCA RATON, FL 33432

ROBERT A. EISEN  
RYAN E. WILLITS

TELEPHONE (561) 362-5200  
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WENDY E. VOGEL

June 19, 1997

Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: WINDSOR FINANCIAL HOLDINGS CORP.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation.

Please file this Articles as quickly as possible and return the stamped copy via return Federal Express (airbill enclosed) and by fax.

The Articles provide for 100 shares - \$1.00 par value.

If you have any questions, please contact the undersigned. Thank you for your assistance in this matter.

Sincerely,

  
RYAN E. WILLITS

rew/jt

Enclosures

rew/jt/0350

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RP  
6-24-97

**ARTICLES OF INCORPORATION**

**OF**

**WINDSOR FINANCIAL HOLDINGS CORP.**

FILED  
DEPT. OF STATE  
CORPORATIONS  
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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I**

The name of this corporation is WINDSOR FINANCIAL HOLDINGS CORP.

**ARTICLE II**

This corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Department of State.

**ARTICLE III**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

**ARTICLE V**

The street address of the initial registered office of this corporation is: The Law Office of Eisen & Willits, 299 Camino Gardens Boulevard, Suite 204, Boca Raton, Florida 33432, and

the name of the initial registered agent of this corporation at that address is Ryan E. Willits, Esq.

#### **ARTICLE VI**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the By-laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Christoph A. Trina  
5200 Town Center Road  
Suite 309  
Boca Raton, Florida 33486

#### **ARTICLE VII**

The initial officer of the corporation shall be:

President: Christoph A. Trina

Secretary Christoph A. Trina

The name and address of the person signing these Articles of Incorporation is:

Christoph A. Trina  
5200 Town Center Road  
Suite 309  
Boca Raton, Florida 33486

ARTICLE VIII

The power to adopt, alter, amend, or repeal By-laws shall be vested solely in the shareholders.

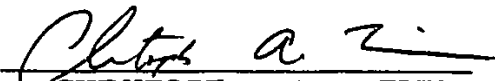
ARTICLE IX

The corporation shall indemnify the officers or directors, or any former officers or directors, to the full extent provided by law.

ARTICLE X

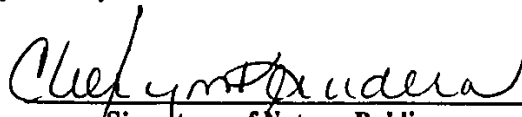
These Articles of Incorporation may be amended only by the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 20 day of June, 1997.

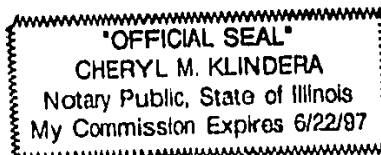
  
CHRISTOPH A. TRINA,  
Subscriber

ILLINOIS  
STATE OF ~~FLORIDA~~  
LAKE  
COUNTY OF PALM BEACH

The foregoing instrument was sworn to, subscribed, and acknowledged before me this 20th day of June, 1997, by Christoph A. Trina, who is personally known to me and who did take an oath.

  
Signature of Notary Public  
Print Name: CHERYL M. KLINDERA

My commission expires:

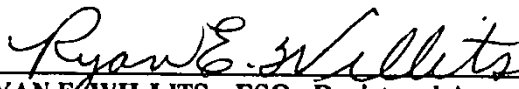


## REGISTERED AGENT CERTIFICATE AND ACCEPTANCE

Pursuant to Chapter 607, Florida Statutes, as amended, the following is submitted:

1. WINDSOR FINANCIAL HOLDINGS CORP. is desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at The Law Office of Eisen & Willits, 299 Camino Gardens Boulevard, Suite 204, Boca Raton, Florida 33432, and names Ryan E. Willits, Esq., as its agent to accept service of process within the State of Florida.

2. Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept acting in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, as amended, relative to keeping open said office.

  
\_\_\_\_\_  
RYAN E. WILLITS, ESQ., Registered Agent

Dated: 6.20.97