

Cornelius A. Johnson

3020 NORTHWEST 166th STREET

MIAMI, FLORIDA 33054

(305) 655-0272 * TELEPHONE

(305) 654-0220 * FACSIMILE

June 24, 1997

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

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-06/26/97--01081--006
****122.50 ****122.50

RE: P & S Financial Services, Inc.

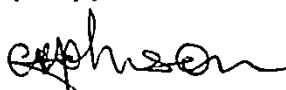
Dear Madam/Sir:

Enclosed for filing please find the Articles of Incorporation for P & S Financial Services, Inc; an acceptance of the designation as Registered Agent of this corporation; and a check for the appropriate filing fees and charges, in the amount of \$122.50.

After filing, please forward a certified copy of the articles to Cornelius A. Johnson at 3020 Northwest 166th Street, Miami, Florida 33054.

Thank you for your attention in this matter.

Very truly yours,



Cornelius A. Johnson

CJ:

FILED
97 JUL -7 AM 8:17
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

TAL JUL -7 1997

ARTICLES OF INCORPORATION

FILED

97 JUL -7 AM 8:17

ARTICLE I - NAME

The name of this corporation is P and S FINANCIAL SERVICES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The natures of business and the objects and purposes proposed to be transacted, promoted and carried on, are to do with any and all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.: "The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the United States and of the State of Florida."

ARTICLE IV - CAPITAL STOCK

The amount of total authorized capital common stock of the corporation is divided into one thousand (1000) shares having a par value of \$1.00 par share. These common stocks shall be designated as "Common Shares."

ARTICLES V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as many are done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

3020 Northwest 166th Street, Miami, Florida 33054

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

3020 Northwest 166th Street, Miami, Florida 33054

and the name of the initial registered agent of this corporation at that address is:

Cornelius A. Johnson.

ARTICLE VIII - INCORPORATOR

The name and mailing address of the Incorporator signing these Articles is:

Cornelius A. Johnson, 3020 Northwest 166th Street, Miami, Florida 33054

ARTICLE IX -INITIAL BOARD OF DIRECTORS

The powers of the incorporator are to terminate upon filing of the Certificate of incorporation, and the Corporation shall initially have three (3) directors to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The name and address of the initial Directors are:

Samuel Boswell, 3020 Northwest 166th Street, Miami, Florida 33054
Patricia Cooney, 3020 Northwest 166th Street, Miami, Florida 33054
Cornelius A. Johnson, 3020 Northwest 166th Street, Miami, Florida 33054

ARTICLE X -INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

The Directors shall have power amend or repeal any provision contained in these Articles of Incorporation, to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limits as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of this Corporation.

The By-Laws shall determine whether or to what extent of the accounts and books of this corporation, or any of them shall be open for inspection of the stockholders, and no stockholder shall have any right of inspecting any account, or book or document of this Corporation, except as otherwise required by the law or the By-Laws, or resolution of the stockholders.

The stockholders and Directors shall have power to hold their meetings and keep the books, documents and papers of the Corporation outside the State of Florida, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or Directors, except as otherwise required by the laws of the State of Florida.

It is the intention that the objects, purposes and powers specified in Article III hereof shall, except where otherwise specified in said Article, be no wise limited or restricted by reference to or inference from the terms of any clause or Article in this Articles of Incorporation, but that the

objects, purposes and powers specified in Article III and in each of the clauses or Articles of this charter shall be regarded as independent objects, purposes and powers.

IN WITNESS WHEREOF, I, the undersigned Incorporator competent to contract, for the purpose of forming a Corporation under the laws of the State of Florida, do make, file and record this Articles of Incorporation and do certify that the facts herein are true, and I have accordingly hereunto set my hand and seals this 20th day of June 1997 A.D.



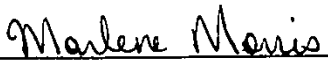
Cornelius A. Johnson

STATE OF FLORIDA)

COUNTY OF DADE)

Before me, the undersigned Notary Public of the State of Florida personally appeared Cornelius A. Johnson to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 20th day of June 1997 A.D.



Notary Public
State of Florida at Large



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned 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.

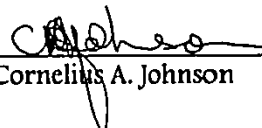
1. The name of the corporation is:

P and S FINANCIAL SERVICES, INC.

2. The name and address of the registered agent and office are:

Cornelius A. Johnson
3020 Northwest 166th Street
Miami, Florida 33054

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 I am familiar with and accept the obligation of my position as registered agent.



Cornelius A. Johnson

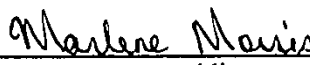
Date: June 20, 1997 A.D.

STATE OF FLORIDA)

COUNTY OF DADE)

Before me, the undersigned Notary Public of the State of Florida personally appeared Cornelius A. Johnson to me well known and known to me to be the individual described in and who executed the foregoing Certificate of Designation Registered Agent/Registered Office, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 20th day of June 1997 A.D.



Notary Public
State of Florida at Large



MARLENE MORRIS
COMMISSION # CC 580107
EXPIRES JUN 06, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
97 JUL -7 AM 8:17
STATE
TALLAHASSEE, FLORIDA