

P97000064538
(SAMPLE LETTER OF TRANSMITTAL)

DATE July 21, 1997

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 23 PM 1:32

Re: Bubbles By Bennett, Inc.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

200002245182--5
-07/23/97--01078-014
***122.50 ***122.50

Nancy M. Bennett
(Individual's Name)

Bubbles By Bennett, Inc.
(Name of Corporation)

MAILING ADDRESS OF CORPORATION

5003 N. W. 34th Street

Gainesville, Florida 32605

PHONE

(352) 376-4341

Area Code

Number

Ext.

7-25-97
DS

ARTICLES OF INCORPORATION

of

Bubbles By Bennett, Inc.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Bubbles By Bennett, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS 5003 N. W. 34th Street		
CITY Gainesville	FLORIDA	ZIP 32605
Mailing address, if different		
STREET ADDRESS		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME Nancy M. Bennett		
ADDRESS 5003 N. W. 34th Street		
CITY Gainesville	FLORIDA	ZIP 32605

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 23 PM 1:32

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Nancy M. Bennett		
ADDRESS	1412 N. E. 20th Place		
CITY	STATE	ZIP	
Gainesville	Florida	32609	
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME			
ADDRESS			
CITY	STATE	ZIP	

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Nancy M. Bennett		
ADDRESS	1412 N. E. 20th Place		
CITY	STATE	ZIP	
Gainesville	Florida	32609	
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME			
ADDRESS			
CITY	STATE	ZIP	

The undersigned incorporator(s) have executed these Articles of Incorporation this 21st day of July, 1997.

Nancy M. Bennett (Signature)

____ (Signature)

____ (Signature)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 23 PM 1:33

Bubbles By Bennett, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 5003 N. W. 34th Street

Gainesville, Florida 32605

has named Nancy M. Bennett

located at the aforesaid address, as its registered agent to accept service of process within this state.

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 obligations of my position as registered agent.

Nancy M. Bennett
(Signature)

July 21, 1997
(Date)

P970000 64539



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 470746 7114603

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigott

ORDER DATE : July 22, 1997

ORDER TIME : 9:38 AM

ORDER NO. : 470746-015

CUSTOMER NO: 7114603

CUSTOMER: Mr. Paul. Kirk
OLDE CITY SERVICE CORP.

800002247638--8

Suite 2220
Two Logan Square
Philadelphia, PA 19103

DOMESTIC FILING

NAME: PINTAILS GROUP CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS: _____

SN JUL 25 1997

ARTICLES OF INCORPORATION
OF
PINTAILS GROUP CORP.

FILED
97 JUL 25 PM 1:28
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PINTAILS GROUP CORP.

The address of the principal office of this corporation shall be Suite 2220, Two Logan Square, Philadelphia, Pennsylvania 19103, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2338 Immokalee Road #225, Naples, Florida 33942, and the name of the initial registered agent of the corporation at that address is Sanders Group, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Warren Kantor
Dir.

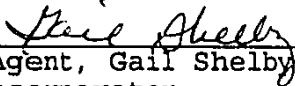
2338 Immokalee Road #225
Naples, Florida 33942

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these
Articles of Incorporation on July 25, 1997.



Its Agent, Gail Shelby
Incorporator

DBC/RWW

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Sanders Group, Inc., an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

PINTAILS GROUP CORP.

Sanders Group, Inc. is familiar with and accepts the obligations of the position of Registered Agent under Section 807.0505, Florida Statutes.

By: 

Typed Name: Sanders Group, Inc.

ALL INFORMATION
JUL 25 PM 1:28
FLORIDA

P970000 64540



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 475049 83522A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 122.50

ORDER DATE : July 25, 1997

ORDER TIME : 10:38 AM

ORDER NO. : 475049-005

CUSTOMER NO: 83522A

100002247631--0

CUSTOMER: Luciano Isla, Esq
LUCIANO ISLA, ESQ

Suite 300
1790 W. 49th Street
Hialeah, FL 33012

DOMESTIC FILING

NAME: TOTAL ONE FINANCIAL
GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: _____

RECEIVED
JUL 25 PM 1:27
FEDERAL BUREAU OF INVESTIGATION
WASHINGTON, D.C.

RECEIVED
JUL 25 PM 1:25
FEDERAL BUREAU OF INVESTIGATION
WASHINGTON, D.C.

51 JUL 25 1997

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**ARTICLES OF INCORPORATION
OF
TOTAL ONE FINANCIAL GROUP, INC.**

FILED
97 JUL 25 PM 1:27
MILLANVILLE, FLORIDA

**ARTICLE I - NAME
TOTAL ONE FINANCIAL GROUP, INC.**

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) Shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE 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/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to the others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE**

The street address of the initial principal office of this corporation is 3728 NW 12th Terrace, Miami, Florida 33135. The street address of the initial registered office of this corporation is 3728 N.W. 12th Terrace Miami, Florida 33135 and the name of the initial registered agent of this corporation at that address is Armando Palma, Jr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws.

The name(s) and address(es) of the initial Board of Directors of this corporation

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME

ADDRESS

Armando Palma Jr.

3728 N.W. 12th Terrace
Miami, FL 33135

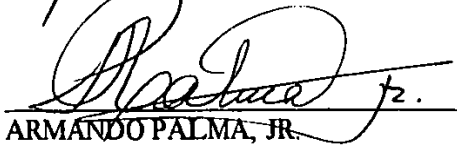
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by Law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 16 day of July, 1997.


ARMANDO PALMA, JR.

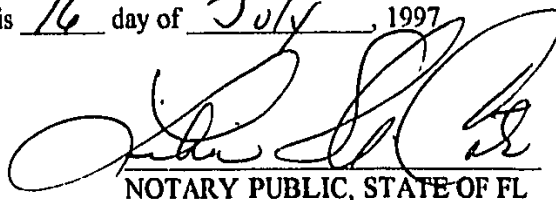
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared, ARMANDO PALMA JR., known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 16 day of July, 1997.

My Commission Expires:


NOTARY PUBLIC, STATE OF FL

OFFICIAL NOTARY SEAL
LIBIA M COTO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC405895
MY COMMISSION EXP. 8/1/98

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

FIRST -- THAT TOTAL ONE FINANCIAL GROUP, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI STATE OF FLORIDA, HAS NAMED ARMANDO PALMA JR., LOCATED AT 3728 N.W. 12TH TERRACE MIAMI, FL 33135 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

BY:

Armando Jr.

TITLE:

President/Secretary

DATE:

9-16-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE:

Armando Jr.

DATE:

9-16-97

57 JUL 25 AM 1:21
TALLAHASSEE, FLORIDA