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KORMAN, SCHORR & WAGENHEIM  
PROFESSIONAL ASSOCIATION

DONALD G. KORMAN  
STEPHEN A. SCHORR  
RICHARD L. WAGENHEIM\*  
THOMAS S. EUSTIS  
\* BOARD CERTIFIED IN WORKERS' COMPENSATION

SUITE 400  
THE DART BUILDING  
2101 NORTH ANDREWS AVENUE  
FORT LAUDERDALE, FLORIDA 33311  
TELEPHONE (954) 564-4800  
FAX (954) 564-5493

RECEIVED  
7/23/97

July 24, 1997

Division of Corporations  
409 East Gaines Street  
Tallahassee FL 32399

Re: Articles of Incorporation  
Hammer Financial South, Inc.  
Our File No: SAS-9811

FILED  
97 JUL 25 AM 9:37  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

To Whom It May Concern:

We have enclosed a prepaid Fed Ex envelope and airbill for you to return a certified copy of the enclosed Articles of Incorporation -- is it possible for you to do that the same day you receive this?? Also enclosed is our check, in the amount of \$122.50 for the certified copy.

In addition, if at all possible (and hopefully you will be able to do it) would you please fax us the charter number as soon as you know what it is. We would appreciate that very much since we are working against time re setting up this corporation file for our client.

FAX TO: (954) 564-5493  
Attn: Edie Kellogg

Many thanks for your help.

Sincerely,

*Stephen A. Schorr*

STEPHEN A. SCHORR  
For the Firm  
SAS:ek

Enc.

*Stephen Schorr* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *R.A. info*  
DATE *7/30/97*  
DOC. EXAM *T.M. Meyer*

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-07/25/97--01078--001  
\*\*\*112.50 \*\*\*112.50

*T.M. - 7/30/97*

EFFECTIVE DATE  
7/23/97

## ARTICLES OF INCORPORATION

### ARTICLE I - NAME

HAMMER FINANCIAL SOUTH, INC.

### ARTICLE II - EFFECTIVE DATE

The effective date of this corporation shall be 7/23/97.

### ARTICLE III - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

2101 N. Andrews Avenue - #400  
Fort Lauderdale, Florida 33311

### ARTICLE IV - PURPOSE

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

### ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2101 N. Andrews Avenue - Suite 400, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Stephen A. Schorr.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall initially have three (3) Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their 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 B-laws of the Corporation. The names and addresses of the initial Directors are:

Stephen A. Schorr  
2101 N. Andrews Avenue - Suite 400  
Fort Lauderdale, Florida 33311

Stephen Mitchell  
22 W. Jefferson Street - Suite 105  
Rockville, Maryland 20850

Howard Michnick  
1400 S. Ocean Boulevard - #905-6 N  
Boca Raton, Florida 33432

#### ARTICLE VIII - INCORPORATOR

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

Stephen A. Schorr  
2101 N. Andrews Avenue - Suite 400  
Fort Lauderdale, Florida 33311

#### ARTICLE IX - 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 may be done without issuance of fractional shares) at the price at which it is offered to others.

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#### ARTICLE X - INDEMNIFICATION

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

#### ARTICLE XI - AMENDMENT

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 Incorporator has executed these Articles of Incorporation on the date of the signing.

Dated: July 23, 1998



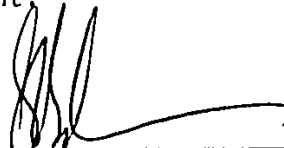
STEPHEN A. SCHORR, Incorporator

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted.

First, that HAMMER FINANCIAL SOUTH, INC., desiring to organize or qualify under the laws of the State of Florida, has named Stephen A. Schorr, located at 2101 N. Andrews Avenue - Suite 400, Fort Lauderdale, Florida 33311, as its agent to accept service of process within Florida. I hereby accept designation as Registered Agent.

Dated: July 23, 1997



STEPHEN A. SCHORR, Incorporator and  
Registered Agent