

10/14/97 TUE 14:00 FAX 361 655 56

GUNSTER YOAKLEY VALDES P

001

P97000088725

S 2:31 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000017087 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)
076117000420

ACCT#:

CONTACT: DEB KORFAGE

PHONE: (561)650-0729

FAX #: (561)655-3677

NAME: CHOICE FINANCIAL GROUP, INC.

AUDIT NUMBER.....H97000017087

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 5

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE
DOCUMENT

** ENTER 'M' FOR MENU. **

** INVALID SELECTION...PLEASE RE-ENTER **

ENTER SELECTION AND <CR>:

FILED
97 OCT 14 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER OCT 15 1997

H97000017087

ARTICLES OF INCORPORATION
OF
CHOICE FINANCIAL GROUP, INC.

FILED
97 OCT 14 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is Choice Financial Group, Inc.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

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

Article IV

Address

The principal place of business of this corporation shall be:

777 South Flagler Drive, Suite 500E
West Palm Beach, Florida 33401

The mailing address of this corporation shall be:

777 South Flagler Drive, Suite 500E
West Palm Beach, Florida 33401

H97000017087

H97000017087

Article V

Capital Stock

The corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$0.01) par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 777 South Flagler Drive, Suite 500E, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at that address is Valdes-Fauli Corporate Services, Inc.

Article VII

Incorporator

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

Michael V. Mitrione
777 South Flagler Drive, Suite 500E
West Palm Beach, Florida 33401

Article VIII

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IX

Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied

H97000017087

the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

H97000017067

H97000017087

Article XI

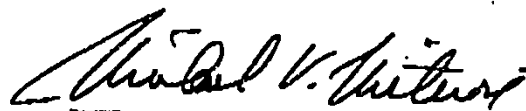
Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XII

Corporate Action

The affirmative vote of not less than a majority of the entire Board of Directors shall be necessary to adopt any Board resolution or take any other Board action, and the affirmative vote of not less than two-thirds (2/3) of the issued and outstanding shares of the corporation's common stock shall be necessary to adopt any shareholder resolution or to take any other shareholder action.



Michael V. Mitrione

DATED: October 14, 1997

H97000017087

H97000017087

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Choice Financial Group, Inc., a Florida corporation (the "Corporation"), In the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

VALDES-FAULI CORPORATE SERVICES, INC.

By: 

Michael V. Mitrone, Vice President

FILED
97 OCT 14 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97 000017087