

11/21/97

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
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NAME: JBH FINANCIAL CORP.
AUDIT NUMBER.....H97000019485
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF INCORPORATIONOFJBH FINANCIAL CORP.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: JBH FINANCIAL CORP.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 13320 Wrevham Court, Wellington, Florida 33414.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

CHARLES B. PEARLMAN, ESQ., FL BAR # 235547
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, FL 33301
Phone No.: (954) 763-1200

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ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of Common Stock, \$.001 par value per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

South Florida Registered Agents, Inc.
200 East Las Olas Blvd., Suite 1900
Fort Lauderdale, FL 33301

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) to seven (7) Directors, as determined by the Board.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Charles B. Pearlman, Esq., c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Blvd., Suite 1900, Fort Lauderdale, Florida 33301.

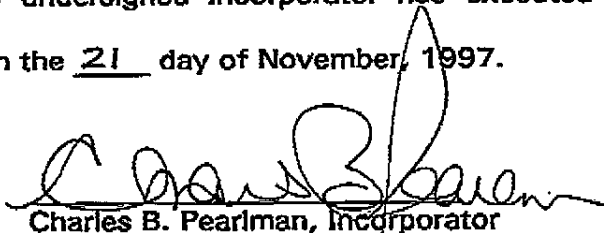
ARTICLE IX
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE X
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 21 day of November, 1997.


Charles B. Pearlman, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

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JBH Financial Corp., a corporation existing under the laws of the State of Florida
with its principal office and mailing address at c/o 13320 Wrevham Court, Wellington, FL
33414 has named South Florida Registered Agents, Inc. whose address is 200 East Las
Olas Blvd., Suite 1900, Fort Lauderdale, Florida 33301 as its agent to accept service
of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named
Corporation, at the place designated in this Certificate, I hereby accept the appointment
as Registered Agent, and agree to comply with all applicable provisions of law. In
addition, I hereby am familiar with and accept the duties and responsibilities as
Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.
(A FLORIDA CORPORATION)

BY: Beverly F. Bryan
BEVERLY F. BRYAN, PRESIDENT