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ULLMAN & ULLMAN
PROFESSIONAL ASSOCIATION

SUITE 1350

515 EAST LAS OLAS BOULEVARD
FORT LAUDERDALE, FLORIDA 33301-2268

HOWARD F. ULLMAN
MICHAEL W. ULLMAN
KIMBERLY K. RANGEL
KATHLEEN COOPER GRILLI

FILED

97 NOV 24

TELEPHONE (954) 482-5300
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 21, 1997

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

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-11/24/97-01102-015
***122.50 ***122.50

Re: Consumers Financial Group, Inc.
Our File No. 97-0093

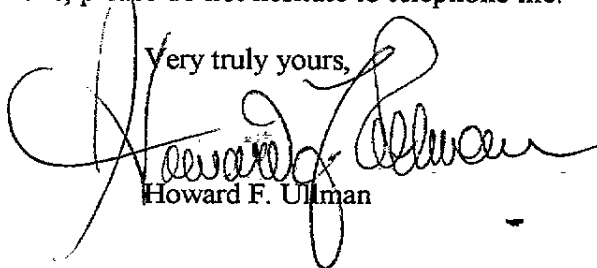
Dear Sir or Madam:

Enclosed for filing with your offices please find the following:

1. Original and two copies of Articles of Incorporation of Consumers Financial Group, Inc.;
2. Our firms check in the amount of \$122.50 representing \$70.00 as filing fee and \$52.50 for a certified copy; and
3. A postage paid return envelope.

Should you have any questions, please do not hesitate to telephone me.

Very truly yours,


Howard F. Ullman

HFU:rl

enclosures

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ARTICLES OF INCORPORATION
OF
CONSUMERS FINANCIAL GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, Florida Statutes, Chapter 607, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE - Name

The name of this corporation is **CONSUMERS FINANCIAL GROUP, INC.**

ARTICLE TWO - Duration

The period of its duration is perpetual.

ARTICLE THREE - Purpose

The purpose is to such extent as a corporation is organized under the corporation law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its business plan; and in

general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the corporation laws of this state or under any act amending those laws, supplemental thereto, or substituted therefore.

ARTICLE FOUR - Capital Stock

The corporation is authorized to issue 1,000 shares, all of one class, at \$0.50 par value.

ARTICLE FIVE - Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation is as follows:

Luis Mojica
% ULLMAN & ULLMAN, P.A.
515 East Las Olas Boulevard
Suite 1350
Fort Lauderdale, Florida 33301

ARTICLE SIX - Initial Board of Directors

The corporation shall have one director initially. The number of directors may be increased from time to time but shall never be less than one.

The name and addresses of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Luis Mojica	% ULLMAN & ULLMAN, P.A. 515 East Las Olas Boulevard Suite 1350 Fort Lauderdale, Fla. 33301

ARTICLE SEVEN - Incorporator

The name and address of the Incorporator signing this Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Luis Mojica	% ULLMAN & ULLMAN, P.A. 515 East Las Olas Boulevard Suite 1350 Fort Lauderdale, Fla. 33301

ARTICLE EIGHT - Non-Resident Directors

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

ARTICLE NINE - Meetings by Conference Telephone

Members of the Board of Directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law.

ARTICLE TEN - Informal Action of Directors

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE ELEVEN - Amendment of Articles

This 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21th day of November, 1997.

Luis Mojica
Luis Mojica
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Luis Mojica and to me produced the identification of a Florida drivers license number M220521590680 and acknowledged to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21th day of November, 1997.

Carol Lee Bonini
NOTARY PUBLIC, State of Florida At
Large
Print Name: _____

My Commission expires:



CERTIFICATE OF DESIGNATION OF INITIAL
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

FILED

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PURSUANT TO THE PROVISIONS OF SECTION 607.02(2)(b) SECRETARY OF STATE
FLORIDA STATUTES, THE UNDERSIGNED, SUBMITS THE FOLLOWING ALLAN H. SEE, FLORIDA
STATEMENT IN DESIGNATING THE INITIAL REGISTERED OFFICE AND
INITIAL REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is **CONSUMERS FINANCIAL GROUP, INC.**

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

Luis Mojica
% ULLMAN & ULLMAN, P.A.
515 East Las Olas Boulevard
Suite 1350
Fort Lauderdale, Florida 33301

Having been named as registered agent 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.

Luis Mojica
Luis Mojica
Dated: November 21, 1997