

P98000010466

Law Office of  
**CYNTHIA A. REED**  
*Attorney and Counselor at Law*  
2000 GLADES ROAD  
Suite 306, Nationsbank Building  
BOCA RATON, FLORIDA 33431  
Telephone (561) 395-8549  
Facsimile (561) 392-1363

January 29, 1998

VIA FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399  
(904) 487-6052

TRANSMITTAL LETTER

SUBJECT: INDEPENDENCE FINANCIAL CORPORATION

Enclosed is the original and two (2) copies of the Articles of Incorporation for the above-stated corporation and a check for \$131.25 for the filing fee, certified copy of the Articles and a certificate of incorporation.

FROM: CYNTHIA A. REED, ESQ.  
Attorney for Incorporator, Richard Lilly  
2000 Glades Road, Suite 306  
Boca Raton, Florida 33431  
Telephone: 561-395-8549

700002417527--8  
-01/30/98--01086--010  
\*\*\*\*131.25 \*\*\*\*131.25

*Please return the certified copy of the Articles and the certificate of incorporation via Federal Express at the undersigned's expense, using the enclosed pre-addressed airbill for next business day delivery.*

Very truly yours,

  
CYNTHIA A. REED, ESQ.

CAR:ijm

encl.: Articles of Incorporation, Check @ \$131.25, return airbill

FILED  
98 JAN 30 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK FEB 03 1998

**INDEPENDENCE FINANCIAL CORPORATION**

**ARTICLES OF INCORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act., hereby adopts the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: INDEPENDENCE FINANCIAL CORPORATION.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:  
2424 North Federal Highway, Suite 311, Boca Raton, Florida 33431.

**ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One thousand (1,000) shares.

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is: RICHARD LILLY, 2424 North Federal Highway, Suite 311, Boca Raton, Florida 33431.

**ARTICLE V INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is:  
RICHARD LILLY, 2424 North Federal Highway, Suite 311, Boca Raton, Florida 33431.

The undersigned incorporator has executed these Articles of Incorporation this 29 day of

January, 1998.

Richard Lilly, Incorporator

**FILED**  
98 JAN 30 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

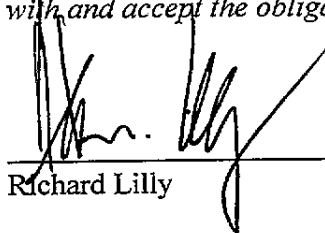
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is INDEPENDENCE FINANCIAL CORPORATION.
2. The name and address of the registered agent and office is:

RICHARD LILLY  
2424 North Federal Highway  
Suite 311  
Boca Raton, Florida 33431

*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.*

  
\_\_\_\_\_  
Richard Lilly

1/29/98  
\_\_\_\_\_  
Date

**FILED**  
98 JAN 30 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA