

HUNT, COOK, RIGGS, MEHR & MILLER, P. A.

ATTORNEYS AT LAW

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\*BOARD CERTIFIED MARITAL AND FAMILY LAW  
FELLOW AMERICAN ACADEMY MATRIMONIAL LAWYER  
CERTIFIED FAMILY LAW MEDIATOR

LAINIE I. SIMON  
ANDREW M. GROSS  
SUSAN E. GREENBERG  
LEE A. WEINTRAUB

P98000018657

February 23, 1998

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

600002440906--6  
-02/25/98--01090--013  
\*\*\*122.50 \*\*\*122.50

Re: Fidelity Finance, Inc.

Dear Sir/Madam:

We enclose the original and one copy of the Articles of Incorporation for the above-named corporation with Acceptance of Registered Agent and our \$122.50 check in payment of the following fees:

Filing of Articles of Incorporation	\$35.00
Registered Agent Designation	\$35.00
Certified copy of Articles of Incorporation	\$52.50

Please certify the enclosed copy of the Articles of Incorporation and return them, together with the filing receipt to our offices at the address indicated above.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By:

*Athena G. Sasso*

Athena G. Sasso  
Litigation Paralegal

Enclosure

F:\WPDATA\JRC\UPREX84\SOS.1

FILED  
98 FEB 25 AM 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*2/26/98*

ARTICLES OF INCORPORATION  
FOR  
**FIDELITY FINANCE, INC.**

**FILED**  
90 FEB 25 AM 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for **FIDELITY FINANCE, INC.**

1. The name of the corporation is **FIDELITY FINANCE, INC.**
2. The principal office of the corporation is:  
  
2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, FL 33431
3. The corporation shall have authority to issue 7,500 shares of stock, all of one class without par value.
4. The corporation's initial registered office is: 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at this office is HCRM Corp.
5. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or of the State of Florida.
6. The number of directors constituting the initial board of directors is one (1) and his name and address are:

Name

Address

Lawrence A. Duprey

c/o HCRM Corp.  
Suite 401  
2200 Corporate Blvd., N.W.  
Boca Raton, FL 33431

7. The name and address of the incorporator is:

Name

Address

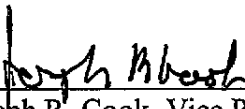
HCRM Corp.

2200 Corporate Boulevard, N.W.  
Suite 401  
Boca Raton, Florida 33431

8. The effective date of the corporate existence pursuant to section 607.0203 of the Florida Statutes shall be February 23, 1998, provided such date is within five (5) business days prior to the date of filing.

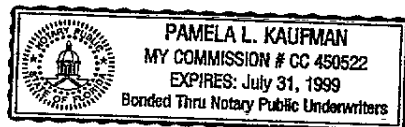
Executed and subscribed at Boca Raton, Florida on February 23, 1998.

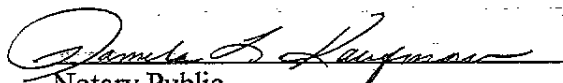
HCRM Corp., as Incorporator

By:   
Joseph R. Cook, Vice President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of FIDELITY FINANCE, INC. were acknowledged before me by Joseph R. Cook, Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 23<sup>rd</sup> day of February, 1998, on behalf of HCRM Corp.



  
Notary Public  
My commission expires: 7/31/99  
Printed Name: PAMELA L. KAUFMAN

**ACCEPTANCE OF REGISTERED AGENT**

HCRM CORP. hereby accepts the above appointment as registered agent of **FIDELITY FINANCE, INC.** and acknowledges that it is familiar with the obligations of that position.

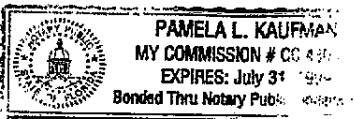
HCRM CORP.

By: *Joseph R. Cook*  
Joseph R. Cook, Vice President

**FILED**  
98 FEB 25 AM 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me by Joseph R. Cook, as Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 23<sup>RD</sup> day of February, 1998, on behalf of the corporation.



*Pamela L. Kaufman*  
Notary Public  
My commission expires: 7/31/99  
Printed Name: PAMELA L. KAUFMAN

