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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/5/98

Cori

Brenda Hacker

Requestor's Name

1506 NW 49th #608

Address

Fort Lauderdale FL 33309

City

State

ZIP

Phone

493-5338

VALIDATION ONLY

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CORPORATION(S) NAME

Arlington Financial Corporation



Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input checked="" type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Walk In | | <input type="checkbox"/> Mail Out |

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W.P. Verifier

K. Rolfe MAR 9 1998

ARTICLES OF INCORPORATION
ARLINGTON FINANCIAL CORPORATION

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is: Arlington Financial Corporation

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this corporation shall be: 15600 N.W. 67th Avenue, Suite 308, Miami Lakes, Florida 33014.

ARTICLE III - DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are filed by the Secretary of State.

ARTICLE IV - PURPOSE

The purpose of this corporation is to conduct, operate and manage any lawful business, and to perform other activities incidental and necessary to the operation of such business, in the State of Florida and the United States. The purpose of this corporation also includes the purchase and sale of real and personal property required for the business functions, and to engage in any activities or businesses permitted under the laws of the State of Florida and the United States.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares this corporation is authorized to have outstanding at any one time is 7,500 all of one (1) class, of \$1.00 par value, common stock, which shall be designated "Common Stock". This corporation is not authorized to issue preferred shares.

The shareholders may, by By-Law provision or by shareholder agreement, recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 15600 N.W. 67th Avenue, Suite 308, Miami Lakes, Florida 33014, and, the name of the initial registered agent of this corporation at that address is RICHARD COTTON. The Board of Directors may from time to time move the office to any other address in Florida and/or designate another individual to serve as the Registered Agent of this corporation.

ARTICLE VII - INITIAL OFFICERS AND BOARD OF DIRECTORS

This corporation shall have two (2) officers and directors initially. The number of officers and directors may either be increased or decreased from time to time by an amendment of the By-Laws of the corporation, in a manner provided by law, but shall never be less than one (1).

The names and addresses of the initial officers and directors who shall hold office the first year of the corporation's existence or until their successors are elected, are:

Richard Cotton
15600 N.W. 67th Avenue
Suite 308
Miami Lakes, Florida 33029

Daniel Kane
15600 N.W. 67th Avenue
Suite 308
Miami Lakes, Florida 33014

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Richard Cotton
15600 N.W. 67th Avenue
Suite 308
Miami Lakes, Florida 33014

ARTICLE IX - BY-LAWS

The initial By-Laws of this corporation shall be adopted by the directors. By-Laws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend, or repeal any By-Law adopted by the shareholders if the shareholders specifically provide that such By-Law is not subject to amendment or repeal.

ARTICLE X - COMPENSATION

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE XI - MANAGEMENT OF CORPORATION BY BOARD OF DIRECTORS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the Board of Directors of this corporation, or those designated by them.


ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify and hold harmless any officers or directors, and any former officers and directors, from and against any liability, actual and/or potential, including, but not limited to, attorneys fees and court costs, arising from or in connection with their positions as an officer and/or director of this corporation, to the fullest extent permitted by law.

ARTICLE XIII - AMENDMENT

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

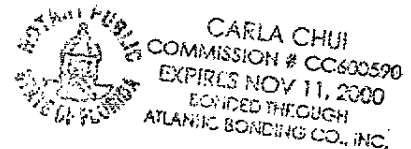
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27 day of February, 1998.


Richard Cotton

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Richard Cotton, who provided me with driver license for identification, or who is to me personally known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 27 day of February, 1998.



Notary Public State of Florida


Notary's Printed Name

My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


In compliance with Section 48.091, Florida Statutes, the following is submitted:
ARLINGTON FINANCIAL CORPORATION, desiring to organize or qualify under the laws of the State of Florida, with it's principal place of business at Hollywood, County of Broward, State of Florida, has named **RICHARD COTTON**, located at: 15600 N.W. 67th Avenue, Suite 308, Miami, Lakes, Florida 33014, as it's agent to accept service of process within the State of Florida.

INCORPORATOR:


Richard Cotton

Having been named to accept service of process for the above-referenced corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 3/4/98


Richard Cotton

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TALLAHASSEE, FLORIDA