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"VIA FEDERAL EXPRESS"

ATTN: Filing Department
Corporation Services Company
1201 Hays Street
Tallahassee, FL 32301

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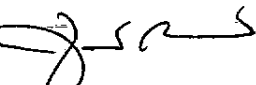
RE: Fairmont Financial Services, Inc.

Gentlemen:

With reference to the captioned corporation, enclosed are two duplicate originals of the Articles of Incorporation.

Please file the Articles with the Division of Corporations, obtain a certified copy and return same to us via Federal Express. Our account number is 1003-9082-5.

Very truly yours,


Joseph Barnes
JBB/las

Encl.

FROM: Joseph B. Barnes
Name (Printed or typed)

2929 E. Commercial Blvd., Suite 409
Address

Ft. Lauderdale, FL 33308
City, State & Zip

(954)491-1950
Daytime Telephone number

98 MAR 12 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

11:05 -
for Lois,
it's the
original copies

447-3/13/98

**ARTICLES OF INCORPORATION
OF
FAIRMONT FINANCIAL SERVICES, INC.**

FILED
98 MAR 12 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be Fairmont Financial Services, Inc.. The principal office of the corporation is Barnes, Van Vorst, Reposa, Gosnell & Indowsky, P.A. and the mailing address of the corporation is 2929 East Commercial Boulevard, Suite 409, Fort Lauderdale, FL 33308.

**ARTICLE II
DURATION**

The term of existence is perpetual.

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is (100) shares and each share shall be the par value of (\$10.00). The stock of this corporation shall be common stock and shall be fully paid and non-assessable. The transfer or other disposal of stock of this corporation shall not be legal, valid or binding unless a record of such transfer or disposal is recorded in the books of the corporation.

ARTICLE IV
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 2929 East Commercial Boulevard, Suite 409, Fort Lauderdale, Florida, 33308 and the name of the initial registered agent at that address is Mr. Joseph Barnes.

ARTICLE V
BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors which shall consist of Three (3) member or members; but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the By-Laws of the corporation. The members of the Board of Directors need not be stockholders of the corporation.

The name and mailing address of each initial member of the first Board of Directors who shall hold office until the first annual meeting or until such member's successor is elected and qualified, are set forth below:

<u>NAME</u>	<u>ADDRESS</u>
Lois Stoll	2929 East Commercial Boulevard, Suite 409 Fort Lauderdale, Florida 33308

ARTICLE VI
INCORPORATOR

The name and mailing address of the Incorporator of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Joseph Barnes	2929 East Commercial Boulevard Suite 409 Fort Lauderdale, FL 33308

ARTICLE VII
INDEMNIFICATION

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

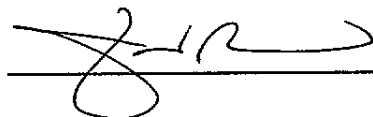
ARTICLE VIII
AFFILIATED TRANSACTIONS

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.

ARTICLE IX
CONTROL SHARE ACQUISITIONS

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
this 12 day of February, 1998.



Fairmont Financial Services, Inc.

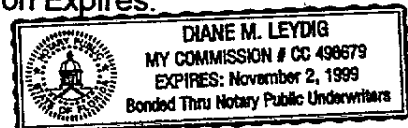
STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Joseph Barnes, who is personally known to me, and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed, and who did take an oath.

WITNESS my hand and Official seal in Broward County, Florida this 20th day of February, 1998

Diane M. Leydig
Notary Public, State of Florida
Diane M. Leydig
My Commission Expires:



REGISTERED AGENT DESIGNATION

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

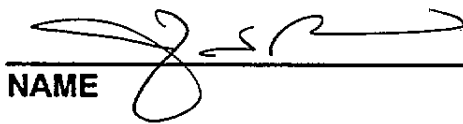
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Fairmont Financial Services, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2929 East Commercial Boulevard, Suite 409, Fort Lauderdale, Florida 33308 has named Joseph Barnes located 2929 East Commercial Boulevard, Suite 409, Fort Lauderdale, Florida 33308 as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated 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.

INCORPORATOR:

NAME




DATE: 3/6/98

98 MAR 12 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

REGISTERED AGENT:

NAME



DATE: 3/6/98