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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 0724T50003255

FAX #: (305)541-3770

NAME: HORN FINANCIAL CORPORATION

AUDIT NUMBER.....H98000006416

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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TALLAHASSEE FLORIDA

on 4/3/98

(u)

ARTICLES OF INCORPORATION
OF
HORN FINANCIAL CORPORATION

H98000006416

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:
HORN FINANCIAL CORPORATION

ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States, the State of Florida, or any other State, Country, Territory, or Nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is 1000 Shares of common stock having \$0.01 par value per share.

ARTICLE IV

PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have preemptive rights to acquire their pro-rata share of stock of the Corporation for all issues of any class of stock of the Corporation no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including, but not limited to, cash, other property, services, the acquisition of other corporation's shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissue of all redeemed or otherwise acquired shares including the reissue of treasury shares.

THIS INSTRUMENT PREPARED BY:
Neil B. Davidson
DiRocco, Dombrow & Akers, P.A.
3601 West Commercial Boulevard
Suite 5 (954) 777-0352
Ft. Lauderdale, Florida 33309

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ARTICLE V

EXISTENCE

This corporation is to exist perpetually..

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ARTICLE VI

DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws, but shall never be less than one (1). The names and addresses of the initial Board of Directors are;

Joseph Hornstein
1362 SE 4th Avenue
Deerfield Beach, Florida 33441.

All directors of the Corporation shall have the right to vote on all contracts and other transactions of the Corporation regardless of their interests therein and no such contract or other transaction between this Corporation and any one or more of its Directors or Shareholders or any other corporation, firm, association, or entity in which one or more of its Directors or Shareholders are directors or are financially interested in shall be either void or voidable because of such relationship or interest.

ARTICLE VII

INCORPORATOR

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

Joseph Hornstein
1362 SE 4th Avenue
Deerfield Beach, Florida 33441.

ARTICLE VIII

REGISTERED AGENT AND PRINCIPAL OFFICE

The Corporation's initial Registered Agent and Principal Office
in the State of Florida are:

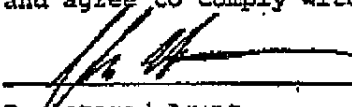
Joseph Hornstein
1362 SE 4th Avenue
Deerfield Beach, Florida 33441

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ACCEPTANCE OF REGISTERED AGENT

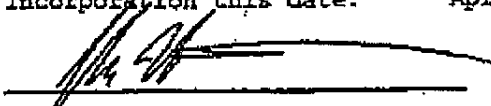
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Having been named initial Registered Agent to accept service of process on the Corporation at the initial Registered Office designated in these Articles of Incorporation, I hereby accept such appointment and consent to act in such capacity and agree to comply with all of the requirements of law pertaining thereto.



Registered Agent
Joseph Hornstein
1362 SE 4th Avenue
Deerfield Beach, Florida 33441

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this date: April 1st, 1998



Incorporator
Joseph Hornstein
1362 SE 4th Avenue
Deerfield Beach, Florida 33441

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