

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P98000042862

Prestige Financial
Services of America
Inc.

300002520853--6
-05/12/98--01082--017
****122.50 ****122.50

EFFECTIVE DATE
5-11-98

Signature

Requested by:

Name

Date

Time

Will Pick Up

☒ Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED

98 MAY 12 PM 2:47

FILED

98 MAY 12 PM 2:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

9/15-12-98

ARTICLES OF INCORPORATION

OF

PRESTIGE FINANCIAL SERVICES OF AMERICA, INC.

FILED
98 MAY 12 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

EFFECTIVE DATE

Name

5-11-98

Section 1.1. Name. The name of the corporation is Prestige Financial Services of America, Inc.

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$1.00 per share.

The shares of stock may be issued for such consideration, having a value of not less than the par value of the shares issued therefor, as is determined from time to time by the board of

directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V

Principal Office

The principal office and mailing address of the corporation is 1383 Cassat Avenue, Jacksonville, Florida 32205.

ARTICLE VI

Initial Registered Office and Agent

Section 6.1. Name and Address. The street address of the initial registered office of this corporation is 9951 Atlantic Boulevard, Suite 136, Jacksonville, Florida 32225, and the name of the initial registered agent of this corporation is Eric Alan Morrison, whose address is 9951 Atlantic Boulevard, Suite 136, Jacksonville, Florida 32225.

ARTICLE VII

Directors

Section 7.1. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 7.2. Initial Directors. The names and street addresses of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Peter O. Hayes	9951 Atlantic Blvd., Suite 136 Jacksonville, Florida 32225
Eric A. Morrison	9951 Atlantic Blvd., Suite 136 Jacksonville, Florida 32225

Section 7.3. 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 directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 7.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Bylaws

Section 8.1 Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws 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 bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX

Incorporators

Section 9.1. Name and Address. The names and street addresses of the incorporators of this corporation are:

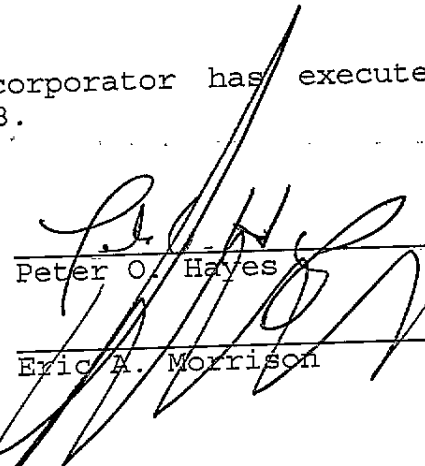
Peter O. Hayes

9951 Atlantic Blvd., Suite 136
Jacksonville, Florida 32225

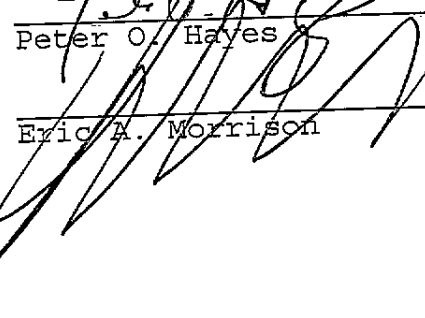
Eric A. Morrison

9951 Atlantic Blvd., Suite 136
Jacksonville, Florida 32205

IN WITNESS WHEREOF, the incorporator has executed these Articles the 11th day of May, 1998.



Peter O. Hayes



Eric A. Morrison

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this
11 day of May, 1998, by Peter O. Hayes, who is personally known
to me or has produced _____ as identification.

Lora Beth Morrison

Notary Public

My Commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL



The foregoing instrument was acknowledged before me this
11~~th~~ day of May, 1998, by Eric A. Morrison, who is personally
known to me or has produced _____ as identification.

Theresa M. Gicalone

Notary Public

My Commission Expires:

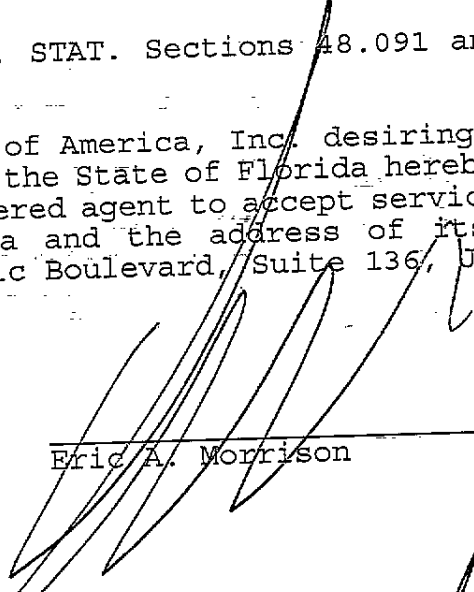


Theresa M. Gicalone
MY COMMISSION # CC702528 EXPIRES
January 31, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

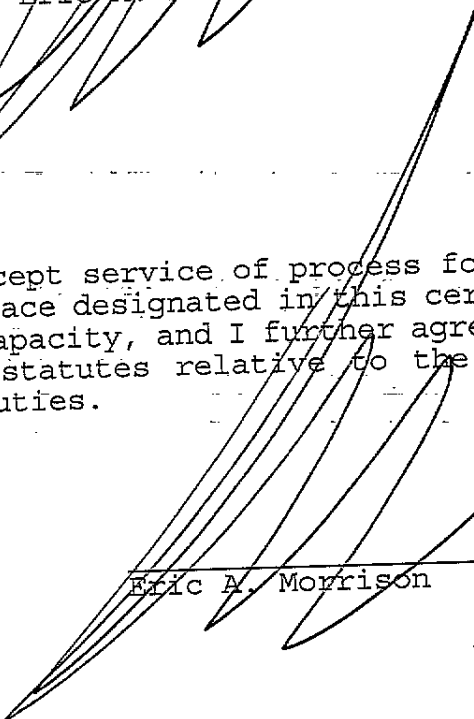
In compliance with FLA. STAT. Sections 48.091 and 607.0501,
the following is submitted:

Prestige Financial Services of America, Inc. desiring to organize
or qualify under the laws of the State of Florida hereby designates
Eric A. Morrison, its registered agent to accept service of process
within the State of Florida and the address of its registered
office shall be 9951 Atlantic Boulevard, Suite 136, Jacksonville,
Florida 32225.


Eric A. Morrison

Dated: May 11th, 1998.

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.


Eric A. Morrison

EFFECTIVE DATE

5-11-98

Dated: May 11th, 1998.

FILED
98 MAY 12 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA