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July 1, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/06/98--01074--014

*****78.75 *****78.75

RE: ASSOCIATED FINANCIAL, INC.

Dear Sir:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 for Filing Fee and Certificate of Incorporation. Please forward the Certificate to my address as shown hereunder. Should you have any questions please call or fax me at the numbers below.

Respectfully submitted

Heidi P. Kaufmann

Heidi P. Kaufmann
245 North Ocean Boulevard, Suite 311
Deerfield Beach, FL 33441
Tel: 954/480-2880
Fax: 954/480-2665

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 AM 8:34

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**ARTICLES OF INCORPORATION
OF
ASSOCIATED FINANCIAL, INC.**

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ARTICLE I. CORPORATE NAME

The name of this corporation is **ASSOCIATED FINANCIAL, INC.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are **245 North Ocean Boulevard, Suite 311, Deerfield Beach, FL 33441.**

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of common stock having a par value of 0.01 cents per share.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The address of the initial registered office is **245 North Ocean Boulevard, Suite 311, Deerfield Beach, FL 33441**, and the name of the initial registered agent at this office is Heidi P. Kaufmann, 7904 West Drive, Suite 901, North Bay Village, FL 33141.

ARTICLE V. PURPOSE AND NATURE OF BUSINESS

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporations Act.

ARTICLE VI. TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. INITIAL STOCK

The corporation will not commence business until it has received for the issuance of shares the consideration of the value of \$1000 (One thousand dollars) consisting of money, labor done, or property actually received.

ARTICLE VIII. BEGINNING OF CORPORATE EXISTENCE

The date of corporate existence shall be the time of filing these Articles of Incorporation.

ARTICLE IX. INCORPORATORS

(1) Heidi P. Kaufmann, 7904 West Drive, Suite 901, North Bay Village, FL 33141.

ARTICLES X. INITIAL DIRECTOR(S)

The Initial Director(s) of this corporation are:

(1) Heidi P. Kaufmann, 7904 West Drive, Suite 901, North Bay Village, FL 33141

ARTICLES XI. ELECTION OF DIRECTORS AND OFFICERS

The election of Directors and Officers are as set forth in the Bylaws of this corporation.

ARTICLES XII. INITIAL OFFICERS

1. President: Heidi P. Kaufmann of 7904 West Drive, # 901, North Bay Village, FL 33141
2. Vice President: Heidi P. Kaufmann of 7904 West Drive, # 901, North Bay Village, FL 33141
3. Treasurer: Heidi P. Kaufmann of 7904 West Drive, # 901, North Bay Village, FL 33141
4. Secretary: Heidi P. Kaufmann of 7904 West Drive, # 901, North Bay Village, FL 33141

ARTICLE XIII. BYLAWS

The Board of Directors is empowered to make, alter or repeal the Bylaws the corporation without restriction of their powers conferred by statute.

INITIAL INCORPORATOR: The name and address of the incorporator to these Articles of Incorporation are:

(1) Heidi P. Kaufmann of 7904 West Drive, # 901, North Bay Village, FL 33141

 on this ^{1st} ~~29th~~ day of ^{July} ~~June~~ 1998
Heidi P. Kaufmann.

STATE OF FLORIDA)
COUNTY OF ~~BROWARD~~) SS
 DADE 67.

BEFORE ME, the undersigned authority personally appeared Heidi P. Kaufmann, a person well known to me to be the person described in and who before me subscribed to the above Articles of Incorporation, and did freely and voluntarily acknowledge before me, according to law, and subscribed the same for the uses and purposes therein mentioned and set forth.

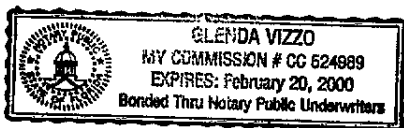
In Witness whereof, I have hereunto set my hand and seal at , ^{67.} *Miami* *Wade* Fort Lauderdale, Broward County,
Florida, this 15th day of July 1998

Seal

Glenda Vizzo

Notary Public

My Commission expires



Designation and Acceptance of Registered Agent

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is **ASSOCIATED FINANCIAL, INC..**
2. The name of the registered agent is Heidi P. Kaufmann.
3. The address of the registered agent is 7904 West Drive, # 901, North Bay Village, Florida 33141.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this July 1, 1998


Heidi P. Kaufmann

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