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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

James P. Coleman
1900 N. Krome Avenue
Homestead, FL 33030
November 3, 1998

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-11/09/98--01046--003

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

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32301

RE: Financial Institutions Planning Systems, Inc.

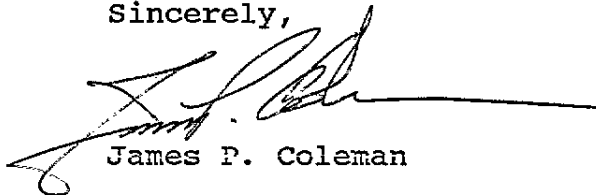
Dear Sir/Madam:

Relative to the above proposed Florida corporation, I enclose original Articles of Incorporation and Acceptance of Registered Agent. Please return one certified copy of the Articles to the above address.

I also enclose check in the amount of \$78.75 to cover all filing fees.

Thank you.

Sincerely,



James P. Coleman

Enclosures

P.Hall

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ARTICLES OF INCORPORATION

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OF

FINANCIAL INSTITUTIONS PLANNING SYSTEMS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME AND ADDRESS. The name of this corporation shall be Financial Institutions Planning Systems, Inc., and its principal office address is: 1900 N. Krome Avenue, Homestead, Florida 33030.

ARTICLE II. DURATION. This corporation is to exist perpetually.

ARTICLE III. PURPOSE. This corporation is organized for the purpose of the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK. This corporation is authorized to issue two hundred (200) shares of common stock at \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this corporation is 1900 N. Krome Avenue, Homestead, Florida 33030, and the name of the initial Registered Agent of this corporation at that address is James P. Coleman.

ARTICLE VI. INITIAL BOARD OF DIRECTORS. This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than two (2). The names and addresses of the initial directors are:

James P. Coleman
Chairman and Treasurer

1900 N. Krome Avenue
Homestead, FL 33030

Wayne D. Leboeuf
President and Secretary

1900 N. Krome Avenue
Homestead, FL 33030

ARTICLE VII. INCORPORATORS. The names and addresses of the persons signing these Articles of Incorporation are:

James P. Coleman 1900 N. Krome Avenue
Homestead, FL 33030

Wayne D. Leboeuf 1900 N. Krome Avenue
Homestead, FL 33030

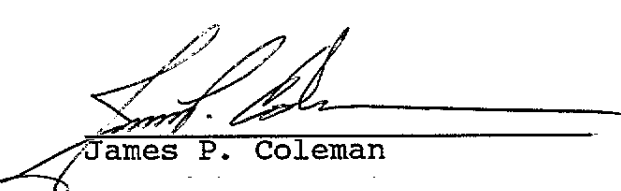
ARTICLE VIII. INITIAL SHAREHOLDERS. Shares of capital stock of this corporation shall be issued initially to the following person in the amount set opposite his name:

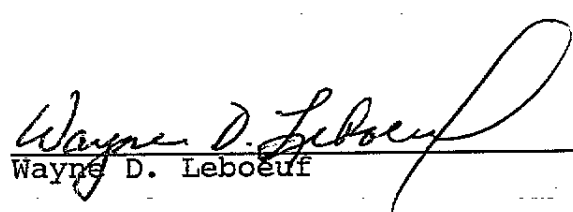
James P. Coleman - 50 shares

Wayne D. Leboeuf - 50 shares.

ARTICLE IX. AMENDMENTS. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 3rd day of November, 1998.


James P. Coleman

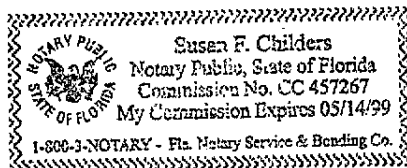

Wayne D. Leboeuf

STATE OF FLORIDA - COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared James P. Coleman and Wayne D. Leboeuf, both personally known to me, who acknowledged before me that they executed these Articles of Incorporation for the reasons and purposes therein stated and that they are true and correct.

SUBSCRIBED AND SWORN TO this 3 day of Nov., 1998.


Notary Public



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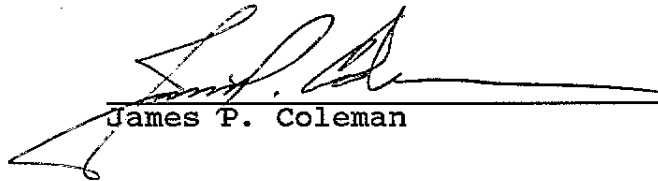
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ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent to accept service of process of Financial Institutions Planning Systems, Inc., as designated in these Articles, I hereby accept and agree to act in this capacity and to comply with the provisions of said Act relative to keeping said office open.

DATED this 3RD day of NOVEMBER, 1998.


James P. Coleman