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LAW OFFICES

JAMES R. MEROLA, P.A.

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PALM BEACH GARDENS, FLORIDA 33410

TELEPHONE (561) 622-1433 • FACSIMILE (561) 622-5531

December 1, 1998

Secretary of State
Division of Corporations
Capitol Building
Tallahassee, Florida 32304

100002702411--5
-12/03/98--01101--002
*****70.00 *****70.00

Re: CFO On Line Financial Services, Inc.
Our File No. 2432.00

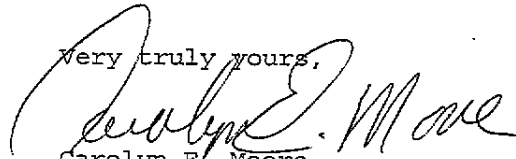
Gentlemen:

Enclosed herewith please find Articles of Incorporation, in duplicate, for the above-referenced corporation, together with our firm check in the amount of \$70.00 representing your filing fees.

Kindly file the original and return the conformed copy to us in the enclosed, self-addressed, stamped envelope, for our records.

If you have any questions concerning the enclosed, please do not hesitate to call.

Very truly yours,



Carolyn E. Moore
Secretary

cm
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -3 AM 10:02

B. BROCK DEC 8 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

98 DEC -3 AM 10: 02

CFO ON LINE FINANCIAL SERVICES, INC.

The undersigned hereby makes, subscribes, acknowledges, and files these Articles of Incorporation for the purpose of forming a corporation under the Laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS

The name of the Corporation shall be CFO ON LINE FINANCIAL SERVICES, INC., and the principal place of business shall be Suite #7, 3892 Prospect Avenue, Riviera Beach, Florida, 33404.

ARTICLE II
DURATION

This Corporation shall exist in perpetuity.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of engaging in any activity or business permitted under the Laws of the State of Florida or of the United States of America.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue one hundred (100) Shares of Capital Stock with a par value of One and No/100 (\$1.00) Dollars per Share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address in this State of the initial registered office of the Corporation is Suite #7, 3892 Prospect Avenue, Riviera Beach, Florida, 33404, and the name of the initial Registered Agent is F. DAVID TEETS.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) members. The number of Directors may be increased or decreased from time to time by the By-Laws but shall never be less than one (1) nor more than nine (9). The names and

addresses of the initial Directors are:

FRANK S. O'CONNOR
15 Grand Bay Circle
Juno Beach, FL 33408

JOSEPH E. TAYLOR, III
13635 Mallard Way
Palm Beach Gardens, FL 33418

F. DAVID TEETS
1384 Primrose Lane
Wellington, FL 33414

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

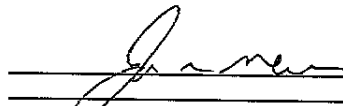
F. DAVID TEETS
1384 Primrose Lane
Wellington, FL 33414

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 15th day of December, 1998.


F. David Teets, Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 15th day of December, 1998, by F. DAVID TEETS, [] who is personally known to me or [] who has produced _____ as identification.



(print name)

Notary Public, State of Florida
My Commission Expires:



JAMES R. MEROLA
MY COMMISSION # CC420439 EXPIRES
December 19, 1998
BONDED THRU TRAVELERS INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, CFO ON LINE FINANCIAL SERVICES, INC., desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, at Palm Beach County, Florida, has named F. DAVID TEETS, Suite #7, 3892 Prospect Avenue, Riviera Beach, Florida, 33404, as its Agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated by this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


F. David Teets

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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