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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

SAPPHIRE FINANCIAL, INC.

Certificate of Status	0
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mpm 3/15/99

Friday, March 12, 1999

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

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: SAPPHIRE FINANCIAL, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 200 E. Las Olas Boulevard, Suite 1900, Ft. Lauderdale, Florida 33301.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ROXANNE K. BEILLY, ESQ., FLA BAR #851450
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

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**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 25,000,000 shares consisting of 20,000,000 shares of Common stock, par value \$.001 per share, and 5,000,000 shares of Preferred stock, par value \$.001 per share.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Roxanne K. Beilly, 200 E. Las Olas Boulevard, Suite 1900, Ft. Lauderdale, Florida 33301

**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially.

**ARTICLE VIII
INITIAL DIRECTORS**

The names and addresses of the initial Directors of this Corporation are:

Roxanne K. Beilly 200 E. Las Olas Boulevard, Ste. 1900, Ft. Lauderdale, FL 33301

Charles B. Peariman 200 E. Las Olas Boulevard, Ste. 1900, Ft. Lauderdale, FL 33301

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The persons named as Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Roxanne K. Beilly, 200 E. Las Olas Boulevard, Suite 1900, Ft. Lauderdale, Florida 33301.

ARTICLE X INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XII CONTROL SHARE ACQUISITIONS

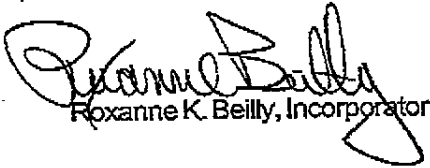
This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing
Articles of Incorporation on the 11 day of March, 1999.


Roxanne K. Beilly, Incorporator


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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

SAPPHIRE FINANCIAL, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 200 E. Las Olas Boulevard, Suite 1900, Ft. Lauderdale, Florida, 33301, has named Roxanne K. Beilly, whose address is 200 E. Las Olas Boulevard, Suite 1900, Ft. Lauderdale, Florida, 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

By: 
Roxanne K. Beilly

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