

**Electronic Articles of Incorporation
For**

P02000110409
FILED
October 14, 2002
Sec. Of State

J.W. COLE FINANCIAL, INC.

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

Article I

The name of the corporation is:

J.W. COLE FINANCIAL, INC.

Article II

The principal place of business address:

19512 MORDEN BLUSH DR.
LUTZ, FL. 33558

The mailing address of the corporation is:

19512 MORDEN BLUSH DR.
LUTZ, FL. 33558

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

ROBERT J WOOD
19512 MORDEN BLUSH DR.
LUTZ, FL. 33558

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: ROBERT J. WOOD

Article VI

The name and address of the incorporator is:

ROBERT J. WOOD
19512 MORDEN BLUSH DR.
LUTZ, FL 33558

Incorporator Signature: ROBERT J. WOOD

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PVS
ROBERT J WOOD
19512 MORDEN BLUSH DR.
LUTZ, FL. 33558 US

Title: TREA
DONALD R MCGAHAN
19512 MORDEN BLUSH DR.
LUTZ, FL. 33558 US

Article VIII

The effective date for this corporation shall be:

10/14/2002