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FLORIDA PROFIT CORPORATION OR P.A.
FUNDAMENTAL INVESTMENT ALLIANCE GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
FUNDAMENTAL INVESTMENT ALLIANCE GROUP, INC.**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Principal Office

The name of this corporation shall be: FUNDAMENTAL INVESTMENT ALLIANCE GROUP, INC. The principal office of this corporation shall be: 320 West Kennedy Boulevard, Suite 600, Tampa, Florida 33606.

ARTICLE II

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

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ARTICLE III

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by the corporation shall be 7,500 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

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ARTICLE V

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 401 East Jackson Street, Suite 2400, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be Merritt A. Gardner. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

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ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of four members, such members to hold office until his or her successors have been duly elected and qualify. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Julie C. Carnevale	18109 Geraci Road Lutz, Florida 33548
Charles C. Carnevale	18109 Geraci Road Lutz, Florida 33548
Carl M. Salvato	305 S. Habana Unit A Tampa, Florida 33609
Timothy W. Loudin	Rt. #2 Box 68-L Buckhannon, West Virginia 26201

ARTICLE VIII

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Merritt A. Gardner	401 E. Jackson Street Suite 2400 Tampa, Florida 33602

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ARTICLE IX

By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

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ARTICLE X

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein state.



Merritt A. Gardner

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STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, on this 25th day of February, 2004, personally appeared MERRITT A. GARDNER, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my and official seal the date aforesaid.

NOTARY PUBLIC:

Sign: *Wendy M. Westphal*
Print: Wendy M. Westphal
State of Florida at Large
My Commission Expires:



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MERRITT A. GARDNER
ACCEPTANCE OF SERVICE AS REGISTERED AGENT


MERRITT A. GARDNER having been named as registered agent to accept service of process for the above named corporation at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

401 E. Jackson St., Ste. 2400
Tampa, Florida 33602

The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 25th day of February, 2004.



MERRITT A. GARDNER

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TALLAHASSEE, FLORIDA

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