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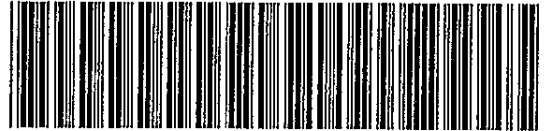
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**DONNELLY & RUSSO, P.A.**  
ATTORNEYS AT LAW  
3708 W. EUCLID AVENUE, TAMPA, FLORIDA 33629

SEAN V. DONNELLY\*  
JOSEPH C. RUSSO  
\*ALSO ADMITTED IN ILLINOIS

(813) 832-9790 PHONE  
(813) 832-9739 FAX

January 20, 2005

Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Fl. 32314

Re: Filing of Articles of Incorporation for West Cypress Financial, Inc.

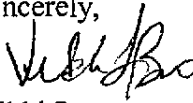
To Whom It May Concern:

Please find enclosed the Articles of Incorporation for referenced corporation, along with a check for \$78.75 for the filing fees.

Please file the Articles of Incorporation and provide our office with a Certificate of Good Standing.

Thank you for your attention to this matter. If you have any questions, please feel free to contact me.

Sincerely,



Vikki Brown  
Legal Assistant to Joseph C. Russo

Enc.

ARTICLES OF INCORPORATION  
OF  
WEST CYPRESS FINANCIAL, INC.

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

FILED  
2005 JAN 21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 1

Name

The name of this corporation is: **WEST CYPRESS FINANCIAL, INC.**

ARTICLE 2

Mailing Address

The mailing and street address for the principal office of this corporation is: **3415 West Cypress Street, Tampa, Fl. 33607.**

ARTICLE 3

Shares

This corporation is authorized to issue One Million (1,000,000) shares of penny (\$.01) par value common stock.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is **3415 West Cypress Street, Tampa, Fl. 33607**, and the name of the initial registered agent of this corporation at that address is **Paul P. Belshaw**.

ARTICLE 5

Incorporator

The name and address of the person signing these Articles is: **Paul P. Belshaw: 3415 West Cypress Street, Tampa, Fl. 33607.**

ARTICLE 6

Initial Board of Directors

This corporation shall have **five (5)** director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director(s) of this corporation is/are:

- 1) **Steven Tenny: 3415 West Cypress Street, Tampa, Fl. 33607.**
- 2) **Richard A. Fracaro: 3415 West Cypress Street, Tampa, Fl. 33607.**
- 3) **Alan Wilzig: 53 N. Moore Street #4D, New York, NY 10013.**
- 4) **Paul P. Belshaw: 3415 West Cypress Street, Tampa, Fl. 33607.**
- 5) **Marc S. Lovinger: 3415 West Cypress Street, Tampa, Fl. 33607.**

The method of election of directors will be as stated in the Bylaws.

**ARTICLE 7**  
**Indemnification**

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 10<sup>th</sup> day of January, 2005.

Paul P. Belshaw  
Paul P. Belshaw

**STATE OF FLORIDA**  
**COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of Jan., 2005 by **Paul P. Belshaw.**

SEAL

Vikki L. Brown  
Type, Print or Stamp Name of Notary

Personally known

or Produced Identification

Type of Identification Produced Fl. Drivers License



Vikki L. Brown  
MY COMMISSION # DD146671 EXPIRES  
September 22, 2006  
BONDED THRU TROY PAIM INSURANCE, INC.

**Acceptance of Registered Agent**

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Paul P. Belshaw  
Paul P. Belshaw

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