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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.
Conquest Financial Group Corp.
conquest financial corp.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 20, 2005

EMPIRE

SUBJECT: CONQUEST FINANCIAL CORP.
REF: W05000025451

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Valerie Ingram
Document Specialist
New Filings Section

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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FILED
MAY 23 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

CONQUEST FINANCIAL GROUP CORP.

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: CONQUEST FINANCIAL GROUP CORP.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida , and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 500 EAST BROWARD BLVD., SUITE 1000, FORT LAUDERDALE, FL 33394

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares common stock having an individual par value of \$.0001.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: JOSHUA MITTENTHAL, ESQ., 5499 NORTH FEDERAL HWY., SUITE K, BOCA RATON, FL 33487

ARTICLE VII

The name and address of the officers and board of directors shall be:

PRESIDENT

MICHAEL SHVARTSMAN

500 EAST BROWARD BLVD.

SUITE 1000

FORT LAUDERDALE, FL 33394

ARTICLE VIII

The name and address of the incorporator(s) to these Articles of Incorporation shall be:

EMPIRE CORPORATE KIT OF AMERICA, INC.

2444 NW 7TH PLACE

MIAMI, FL 33127

The undersigned has executed these Articles of Incorporation this 23rd day of MAY, 2005.

Ray Stormont
INCORPORATOR

Ray Stormont Signing for
Empire Corporate Kit of America, Inc.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Conquest Financial Group Corp.
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS 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.



REGISTERED AGENT

Joshua M. Mitterthaler, Esq.
5499 N. Federal Hwy.
Suite K
Boca Raton, FL 33487

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TALLAHASSEE, FLORIDA

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