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To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : HUBCO

Account Number : 104662003400 : (516)935-3940 Phone Fax Number : (516)935-3088

FLORIDA PROFIT CORPORATION OR P.A.

Nell's Financial Counseling Service Inc.

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Nell's Financial Counseling Service Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Nell's Financial Counseling Service Inc. 4709 S. Peninsula Drive Ponce Inlet, FL 32127

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,500 Shares at No Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS The name and address of the initial registered agent is:

Nell Pozzi

4709 S. Peninsula Drive Ponce Inlet, FL 32127

ARTICLES V INITIAL OFFICER(S)/DIRECTOR(S)

The name(s) and street address(es) and title(s) to these Articles of Incorporation is(are):

Nell Pozzi - President 4709 S. Peninsula Drive Ponce Inlet, FL 32127

ARTICLES VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Nell Pozzi 4709 S. Peninsula Drive Ponce Inlet, FL 32127

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

29th day of September 2005.

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דורבט

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:	Nell's Financial Counseling Service Inc.
2. The name and address of the regist	tered agent and office is:
	Nell Pozzi
	Name
	4709 S. Peninsula Drive
	(P.O. Box or Mail Drop Box NOT Acceptable)
	Ponce Inlet. FL 32127

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

55 SEP 29 PM 12: 40

September 29, 2005

(Date)