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ARTICLES OF INCORPORATION

OF

SUCCESS FINANCIAL SOLUTIONS INC.

In compliance with Chapter 607 of the Florida Statutes

Filed By: Ann M. Caughman
1260 Montego Rd E
Jacksonville, FL 32216

ARTICLES OF INCORPORATION OF
SUCCESS FINANCIAL SOLUTIONS INC.
Under Chapter 607 of the Florida Statues

The undersigned persons, having the age of 21 or more, have associated themselves for the purpose of forming a corporation under the laws of Florida and do hereby adopt the following Articles of Incorporation, which shall set forth:

Article I: Name

The name of this corporation is Success Financial Solutions Inc.

Article II: Principal Place of Business

The office of the corporation shall be located in the county of Duval in the state of Florida.

The street address: 1260 Montego Rd E
Suite B
Jacksonville, FL 32216

The mailing address: P O Box 19247
Jacksonville, FL 32245

Copies of all corporate records shall be kept at the registered place of business.

Article III: Purpose and Powers

This corporation will engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law, provided that it will not engage in any act requiring the consent or approval of any state official, department, board, agency, or other body without such consent or approval first being obtained. The purpose of this corporation shall be specifically but not limited to providing financial tax, investment and real estate consulting and bookkeeping; credit consulting and rapid debt reduction assistance and real property management and financing services to the general public and to business owners. The designated officer of said corporation may buy or sell real estate and transact real estate brokerage business and or real estate finance business as the official real estate or mortgage broker of the corporation. This corporation shall have the broad general powers set forth by regulation and statute in this state.

Article IV: Duration

The duration of this corporation shall be perpetual.

Article V: Registered Agent

According to the rules of the State of Florida, Ann Caughman is designated as agent of the corporation upon who process against may be served. The address to which the

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Secretary of State shall mail a copy of any process against the corporation served upon him is: Success Financial Solutions Inc.

1260 Montego Rd. E.
Jacksonville, FL 32245

Article VI: Board of Directors:

The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the bylaws. In the case of any increase in the number of directors, the additional directors shall be elected by the shareholders at an annual or special meeting. The initial Board of Directors shall consist of one person, Ann M Caughman, 1260 Montego Rd E, Jacksonville, FL 32216.

Article VII: Officers

The initial officers of the corporation are as follows and may be altered from time to time as may be provided in the bylaws.

President & Chief Executive Officer: Ann M. Caughman
1260 Montego Rd E
Jacksonville, FL 32216

Vice President: Carla Stith
9102 Caroline Ridge Lane N
Jacksonville, FL 32225

Secretary: Ann Caughman
1260 Montego Rd E
Jacksonville, FL 32216

Treasurer: Carla Stith
9102 Caroline Ridge Lane N
Jacksonville, FL 32225

Article VIII: Amendment of Bylaws

Both the shareholders and the board of directors shall have the power to amend the bylaws as provided in the bylaws.

Article IX: Incorporators

The name and address of the undersigned incorporator is Ann M Caughman 1260 Montego Rd E, Jacksonville, FL 32216. All powers, duties, and responsibilities of the incorporators shall cease at the time of delivery of this Certificate of Incorporation to the person or department with whom the Certificate is filed.

Article X: Commencing Business

There is no minimum amount of capital required with which the corporation shall commence business.

Article XI: Capital Stock

The aggregate number of shares which the corporation shall have the authority to issue shall be 10000 shares such that each share has a par value of \$1.00. The shares of the corporation shall be divided into 2 classes as follows: The number of Class "A" shares of common voting stock shall be 6,000 shares and the number of Class "B" shares shall be 4,000 shares (2,000 shares of common non-voting and 2,000 shares of preferred stock).

- a) All or any portion of the capital stock may be issued in consideration for cash, real or personal property, services rendered, or any other thing of value for the uses and purposes of the corporation and when so issued, will become and be fully paid the same as though paid for in cash at par. The Board of Directors will be the sole judge of the value of any property; services, right or thing acquitted in exchange for capital stock. Payment for the capital stock will be made at such time or times and upon such conditions as the Board of Directors may from time to time designate.
- b) The shares of capital stock of the corporation are to be non-assessable. The right to notice of and to vote at any meeting of the shareholders of the corporation shall be vested in the holders of the Class "A" voting stock, and every share of Class "A" shall have equal voting rights, i.e. one vote per share. The Board of Directors shall have the sole authority to determine the manner and method of declaring dividends on the issued stock but must declare dividends equally on the Class "A" and Class "B" and common stock and preferred stock.
- c) In the event of any dissolution or liquidation of the corporation, the assets and funds of the corporation shall be paid first to the Class "B" preferred stockholders, according to the number of preferred held by them respectively. Then the balance, if any, of the assets and funds of the corporation shall be divided among and paid equally to the holder of the Class "A" and Class "B" common stock, voting and non-voting, according to the number of shares of common stock held by them respectively.
- d) The Class "B" non-voting shareholders shall be entitled to receive notice of and to attend and participate in the discussions at all shareholders meetings.
- e) The shareholders of the corporation are to be entitled to preemptive rights in the event of the issuance and sale of the stock of the corporation or securities convertible into stock of the corporation, and each shareholder of the corporation will be entitled to purchase the same proportion of such stock or

securities to be sold by the corporation, as the proportion of the stock owned by such shareholder bear to the total outstanding stock of the corporation at that time.

- f) The shareholders of the corporation at any duly constituted meeting may, by resolution having unanimous approval of all holders of stock outstanding and issued and recorded in writing in the minutes of a meeting, place such restrictions upon the transfer or encumbrance of the capital stock of the corporation they deem advisable, so long as such restriction is reasonable and not an undue restraint or alienation of stock. At such meeting the shareholders may determine the method by which the restrictions upon transfer or encumbrance of the capital stock of the corporation may thereafter be rescinded or modified only by unanimous approval of all the shareholders at the meeting called for such purpose. All such restrictions on the transfer or encumbrance of a stock of this corporation shall be recorded on all certificates of stock in compliance with the laws of the state of Florida and shall be binding upon every shareholder, his assigns and personal representatives.
- g) The corporation may issue rights and options to purchase shares of common stock of the corporation to directors, officers or employees of the corporation or of any affiliate thereof, and no shareholder approval or ratification of any such issuance of rights and options shall be required. Preferred stock may be issued according to this section only at the approval of the voting shareholders.
- h) In addition to common stock, the corporation may, for the purposes of financing, from time to time issue bonds with such rights, interest rates, payment schedules, face amounts and maturity dates as the Board of Directors may determine.

Article XII: Preemptive Rights

Any preemptive rights that are to be granted to the stockholders are as follows:

- a) Preemptive and Preferential Rights. Each shareholder or subscriber shall be entitled to full preemptive or preferential rights as such rights have heretofore been defined at common law, to purchase and/or subscribe for his or her proportionate part of any shares which may be issued at any time by the corporation.
- b) Sale or Transfer. Before there can be a valid sale or transfer of the share of this corporation by the holders thereof, the holders of the shares to be sold or transferred shall first give notice in writing to secretary of this corporation of his intention to sell or transfer such shares. Such notice shall specify the number of shares to be sold or transferred, the price per share and terms upon which such holder intends to make such sale or transfer. The secretary shall

within five days thereafter, mail or deliver a copy of such notice to each of the other shareholders of record of this corporation. Such notice may be delivered to such shareholder personally or may be mailed to the last known address of such shareholder or shareholders as the same may appear on the books of the corporation. Within forty days after mailing or delivering these notices to such shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in that notice shall deliver by mail or otherwise to the secretary of this corporation a written offer or offers to purchase a specified number of such shares at the price and upon the terms stated in that notice.

b1) If the total number of shares specified in such offers exceeds the number of shares referred to in the notice each offering shareholder shall be entitled to purchase such proportion of the shares referred to in the notice as the number of shares of this corporation which he holds bears to the total number of shares referred to in the total number of shares held by all such shareholders desiring to purchase the shares referred to in the notice to the secretary.

b2) If all the shares referred to in the notice to the secretary are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportional share, as provided above, shall be entitled to purchase such proportion of those shares which are not disposed of, as the total number of shares which he holds bear to the number of shares held by all the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

b3) If none or only part of the shares referred to in the notice to the secretary are purchased, as aforesaid, in accordance with offers made within the forty-day period, the shareholders desiring to sell or transfer may dispose of all shares of stock referred to in that notice not so purchased by the other shareholders to the corporation on the same terms as those specified in the noticed to the secretary.

b4) Any treasury stock, that stock which has been bought back from investors by the corporation, shall be made apart of and become stock of its original type, whether it be common or preferred, voting or non-voting and made available for reissue according to the terms of this article.

b5) Any sale or transfer, or purported sale or transfer, of the shares of this corporation shall be null and void unless the terms and conditions prescribed by these bylaws or buy and sell agreements signed by the shareholders are strictly observed and followed.

c) Written Consent. No sale, lease, conveyance, transfer, exchange or other disposition of all or substantially all, of the property and assets of this corporation, and no mortgage, deed of trust, pledged or hypothecation of all or substantially all of the property, real or personal, of this corporation shall be made unless

approved by the vote or written consent of the shareholders entitled to exercise a majority of the voting power of this corporation.

- d) New Issues of Stock. As long as the original incorporators own stock in the corporation, it shall not issue new stock unless all incorporators approved that issue.
- e) Endorsement of Stock Certificates. Upon the issuance of shares, each certificate of capital stock in the corporation shall be endorsed as follows:

NOTICE IS HERBY GIVEN that the redemption, sale, assignment, transfer, pledge or other disposition of the shares of capital stock represented by this certificate are subject to certain restrictions which are set forth in the Articles of Incorporation and the Bylaws of the corporation, copies of which are on file in the office of the secretary of the corporation, and the corporation will furnish upon request and without charged a list of designations, preferences, limitations and relative rights.

- f) All stock of the corporation shall be subject to these restrictions and have endorsed thereon the appropriated notice contained in this paragraph.
- g) Other preemptive rights adopted by this corporation are as follows: There are no additional preemptive rights. No other preemptive rights will be amended into the Certificate and Articles of Incorporation without a unanimous vote of the stockholders.

Article XIII: Other Provisions:

- a) Dealings by Directors. No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation and not act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to or may be pecuniary or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

- b) Indemnification of Directors; Limitation. No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director (a) for any breach of director's duty of loyalty to the corporation or its shareholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for authorizing the unlawful payment of a dividend or other distribution on the corporation's capital stock or the unlawful purchase of its capital stock; (d) a violation of Conflict of Interest Laws; or (e) for any transaction from which the director derived an improper personal benefit. This Article shall not be eliminated or limit the liability of a director for any act or omission occurring prior to the date on which this Article becomes effective.
- c) Indemnification of Officers, Employees, Agents: Subject to the provisions of this Article, the corporation shall indemnify any and all of its existing and former officers, employees and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as officer, employee or agent of the corporation, whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

Whenever any existing or former officer, employee or agent shall report to the president of the corporation or the Chairman of the Board of Directors that he or she has incurred or may incur expenses, including, but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as an officer, employee or agent of the corporation, the Board of Directors shall at its next regular meeting or at a special meeting held within a reasonable time thereafter, determine in good faith whether or not, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determined in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the

Securities Act of 1933 and provided further that the corporation shall have the right to refuse to indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

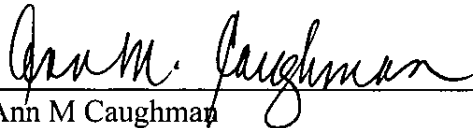
d) Miscellaneous Provisions: Any entity to which the corporation becomes parent must be obtained by a unanimous vote of the stockholders. Said company will then become subsidiary to this corporation and subject to the terms outlined in the minutes of the Board of Directors approving such acquisition.

No other provisions will be amended into the Certificated of Incorporation without a unanimous vote of the stockholders.

Article XIV: Additional Articles

There are no additional articles to be adopted that are required by the laws of this state.

IN WITNESS WHEREOF, this certificate has been subscribed this 20th day of November by the undersigned who affirms that the statements made herein are true under the penalties of perjury.



Ann M Caughman
Incorporator/Registered Agent
1260 Montego Rd E
Jacksonville, FL 32216

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