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**MADISON FINANCIAL GROUP  
22783 STATE RD. 7  
SUITE 148  
BOCA RATON, FL. 33428**

8/13/97

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-08/15/97--01057--004  
\*\*\*\*123.50 \*\*\*\*123.50

Dear Sir or Madam,

Enclosed please find a check for \$123.50. Please send us certified copies of our articles of incorporation.

Yours truly,



Sandra Amerling

**FILED**  
97 AUG 15 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AUG 18 1997

ARTICLES OF INCORPORATION  
MADISON FINANCIAL Group, INC.

FILED  
97 AUG 15 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, privileges rights and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be MADISON FINANCIAL Group,  
Inc.

ARTICLE II

The general character or nature of the business to be transacted by this corporation is to engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding is 100 shares of common stock, each share having no par value.

ARTICLE IV

The amount of capital with which this corporation shall begin business is \$ 100.00.

ARTICLE V

The initial street address of the principal office of this corporation is to be at 22783 State Rd 7 Suite 148  
Boca Raton, FL 33428.

ARTICLE VI *one*

The corporation shall have *one* "director". The number of Directors may be increased or diminished from time to time pursuant to the By-laws.

ARTICLE VII

The name and street address of the first Director of this corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be

SANDRA AARLUND 22783 STATE RD 7 STE 148, BOCA RATON, FL 33428  
and \_\_\_\_\_ of \_\_\_\_\_

ARTICLE VIII

The name and street address of the incorporator is SANDRA  
AMERLING of 22783 ST Rd 7 Sk 148 BOCA RATON, FL 33428

ARTICLE IX

The corporation shall have perpetual existence.

ARTICLE X

The street address of the initial registered office of the corporation is 22783 ST Rd 7 Sk 148, BOCA RATON, FL 33428.

The name of the initial Registered Agent of the corporation is SANDRA AMERLING.

ARTICLE XI

Stockholders of this corporation may enter into such stockholders' and trustee agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders' and trustee agreement.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

EXECUTED THIS 13 DAY OF Aug 1997, and acknowledged that the foregoing shall be filed in the Office of Secretary of State of Florida.

  
SANDRA AMERLING

CERTIFICATE OF DESIGNATION

FILED

REGISTERED AGENT/REGISTERED OFFICE 97 AUG 15 PM 12:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


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 designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

MADISON FINANCIAL GROUP, INC.


2. The name and address of the registered agent and office is:

SANDRA AMERLING  
22783 ST RD 7 Suite 148  
DOON RAYON, FL 33428

Signature X 

Dated: AUG. 13, 1997

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 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.

Signature   
SANDRA AMERLING

DATE Aug. 13, 1997