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LAW OFFICE
STEPHEN M. MARTIN, P.A.

1125 U.S. HIGHWAY 98 SOUTH
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December 21st, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

600003079116--8
-12/23/99-01042-007
*****70.00 *****70.00

Re: R. S. FINANCIAL GROUP, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation as they pertain to the above-mentioned corporation for filing. Also enclosed is a check in the amount of \$70.00 representing the fees (\$35.00) and registered agent designation (\$35.00). Once these Articles have been filed, please return a conformed copy of the Articles to my office.

Should you have any questions or need additional information, please feel free to contact my office.

Sincerely,



Stephen M. Martin

SMM/mrm
Enclosures

FILED
99 DEC 23 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RS FINANCIAL GROUP, INC.

FILED
99 DEC 23 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of this corporation is **RS FINANCIAL GROUP, INC., 119 Hillcrest Street, Lakeland, Florida 33815.**

SECOND: The general nature of the business or businesses to be transacted by this Corporation, together with and in addition to those powers conferred by the laws of Florida and the United States of America and the principles of common law upon corporations organized under and by virtue of the laws of Florida, is financial counseling.

THIRD: The maximum number of shares of stock that this Corporation is authorized to have outstanding at one time is Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

FOURTH: The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

FIFTH: This corporation is to exist perpetually.

SIXTH: The initial street address of the principal office of this Corporation in the State of Florida is 119 Hillcrest Street, Lakeland, Florida 33815.

SEVENTH: This Corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time by By-Laws adopted by the Stockholders, but shall never be less than one (1).

EIGHTH: The name and street address of the members of the first Board of Directors and subscribers to these Articles of Incorporation are:

ROBERT F. SNODGRASS **119 Hillcrest Street
Lakeland, Florida 33815**

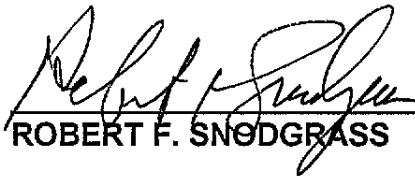
TRUDEE D. RITTER **119 Hillcrest Street
Lakeland, Florida 33815**

NINTH: The Registered Agent and his address for service of process of this Corporation is ROBERT F. SNODGRASS, 119 Hillcrest Street, Lakeland, Florida 33815.

TENTH: 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 a majority of stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

WITNESSED:

Pita L. Gardner


ROBERT F. SNODGRASS

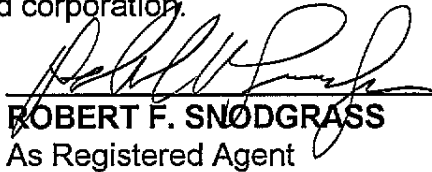
Melissa R. Munn

Pita L. Gardner


TRUDEE D. RITTER

Melissa R. Munn

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for the above-named corporation.


ROBERT F. SNODGRASS
As Registered Agent

FILED
99 DEC 23 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

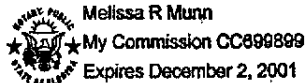
STATE OF FLORIDA

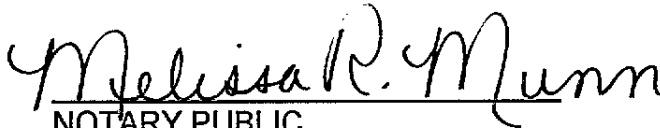
COUNTY OF POLK

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **ROBERT F. SNODGRASS and TRUDEE D. RITTER**, individually and **ROBERT F. SNODGRASS** as Registered Agent, to me known to be the persons described as subscribers and registered agent, and who executed the foregoing Articles of Incorporation and acknowledged before me they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 17th day of December, 1999.

(SEAL)




NOTARY PUBLIC
State of Florida at Large
My commission expires: