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BASHOR & LEGENDRE
Certified Public Accountants

THOMAS W. BASHOR, C.P.A., P.A.
PERCY J. LEGENDRE, III, C.P.A., P.A.
THOMASENA L. BASHOR, C.P.A.
JAMES A. MAGNER, C.P.A.

4809-A EHRLICH ROAD
TAMPA, FL 33624
TEL (813) 961-3220
FAX (813) 962-6165

January 20, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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To Whom It May Concern:

Enclosed are the Articles of Incorporation of Bashor & Legendre Financial Services, Inc.,
and a check for \$122.50 for filing fees, registered agent designation and certified copy.

If you have any questions please call.

Sincerely,

Percy J. Legendre, III

Percy J. Legendre, III

FILED
2000 JAN 28 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W. 2094

**ARTICLES OF INCORPORATION
OF
BASHOR & LEGENDRE FINANCIAL SERVICES, INC.**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit under and by virtue of the laws of the State of Florida

ARTICLE I - NAME

The name of this corporation shall be **BASHOR & LEGENDRE FINANCIAL SERVICES, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be **4809 -A Ehrlich Road, Tampa, FL 33624.**

ARTICLE III - DURATION

The existence of this corporation shall commence on filing of these Articles of Incorporation by the Department of State, and the period of its duration and existence shall thereafter be **perpetual.**

ARTICLE IV - BUSINESS AND PURPOSE

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) to engage in, conduct and carry on the business of **the practice of financial and investment consulting**; and to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith; and
- (b) in general, to engage in and transact any and all lawful business, acts or activities for which authorized corporations may be incorporated under the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE V – CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be **500 shares of common stock with a par value of \$1.00 per share**. Each share of said stock shall entitle the holder of the stock to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, or in other property (tangible or intangible), at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable.

ARTICLE VI – REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at **4809-A Ehrlich Road, Tampa, FL 33624**. The name of the initial registered agent of this corporation at such office shall be **Percy J. Legendre, III**. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII – BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of **not less than one (1) nor more than five (5) members (directors)**, the exact number of directors to be fixed from time to time by the stock holders or Bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. Subject to the Bylaws of this corporation, a quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at the meeting at which a quorum is present shall be the act of the directors. Subject to the Bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Subject to the Bylaws of this corporation, the stockholders may remove any director from office at any time with or without cause.

ARTICLE VIII – INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member, such member to hold office until his successor has been duly elected and qualified. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Percy J. Legendre, III	4809 – A Ehrlich Road Tampa, FL 33624

ARTICLE IX – INCORPORATED

The name and street address of the person who is to act as incorporators in making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Percy J. Legendre, III	4809 –A Ehrlich Road Tampa, FL 33624

ARTICLE X – BYLAWS

- (a) The Board of Directors shall adopt the Bylaws for this corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.
- (b) The power to adopt, alter, amend or repeal the Bylaws of this corporation may be exercised by the Board of the Directors or the stockholders in accordance with the provisions of the Bylaws.
- (c) The power to adopt, alter, amend or repeal the Bylaws of this corporation, or to adopt new Bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by such a vote of the stockholders may provide that it shall be subsequently altered, amended or repealed only by the vote of the stockholders.
- (d) The Bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirement for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

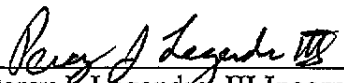
ARTICLE XI – AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ACKNOWLEDGEMENT

IN WITNESS WHEREOF, I, the undersigned incorporator of Percy J. Legendre, III P.A. acknowledge that I have caused to be prepared and have signed the foregoing Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and that the statements contained therein are, to the best of my knowledge and belief, true, correct and complete.

DATED this 13th day of January, 2000.



Percy J. Legendre, III Incorporator

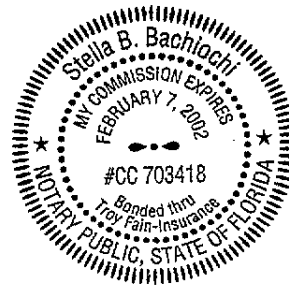
STATE OF FLORIDA
COUNTY OF HILLSBROUGH

THIS IS TO CERTIFY that on this date the 13th day of January, 2000, before me, a notary public, personally appeared **Percy J. Legendre, III**, who I am satisfied is the person named as incorporator and executor of the foregoing Articles of Incorporation, and who by his respective signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, on the date given above.


Notary Public

My commission expires: _____



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS of Sections 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:

BASHOR & LEGENDRE FINANCIAL SERVICES, INC.

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

Percy J. Legendre, III
4809 – A Ehrlich Road
Tampa, FL 33624

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


Percy J. Legendre, III

DATE

1-13-2000

FILED
2000 JAN 28 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA