

March 5, 2000

The Department of State
The Division of Corporations

P.O. Box 6327
Tallahassee, FL 32314

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-03/09/00--01107--001
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed is a Transmittal Letter, Articles of Incorporation (two copies), Certificate of Designation of Registered Agent/Registered Office and a check for seventy dollars (\$70.00) for a Filing Fee and Designation of Registered Agent for the corporation listed below:

ASHFORD FINANCIAL PLANNING, INC.

Would you please file the Articles of Incorporation for the corporation as required by law. The effective date of the incorporation is April 1, 2000. If you have any questions or need additional information, please contact me at (727) 944-3445.

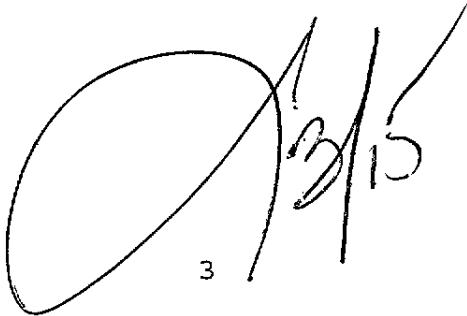
Thank you.

Sincerely,



Doreen P. Ashford

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00 MAR -9 AM 11:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION FOR
ASHFORD FINANCIAL PLANNING, INC.**

THE UNDERSIGNED incorporator, being competent to contract, does subscribe to these Articles of Incorporation and acts as incorporator for the purpose of forming a corporation for profit under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be: **ASHFORD FINANCIAL PLANNING, INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be: 1004 Rosetree Lane, Tarpon Springs, FL 34689

ARTICLE III

SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial Registered Agent is designated as Doreen P. Ashford.

The street address of the initial registered agent of this corporation in the State of Florida is 1004 Rosetree Lane, Tarpon Springs, FL 34689.

ARTICLE V

INCORPORATOR

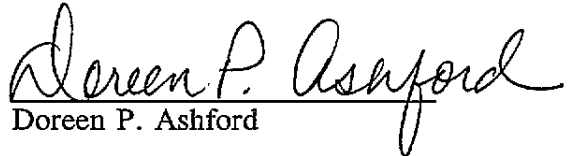
The name and street address of the undersigned as incorporator to these Articles of Incorporation is: Doreen P. Ashford; 1004 Rosetree Lane; Tarpon Springs, FL 34689.

ARTICLE VI

DATE OF INCEPTION

The date of the corporate existence shall begin April 1, 2000 when these Articles have been filed with the Department of State, State of Florida, according to the Statutes of the State of Florida.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 6th day of March, 2000.


Doreen P. Ashford

STATE OF FLORIDA)
COUNTY OF Pinellas)

I HEREBY CERTIFY, that on this day, before me a notary public duly authorized in the State and county above named to take acknowledgements, personally appeared Doreen P. Ashford, who did produce Driver's license as identification, and is known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 6th day of March, 2000.



"OFFICIAL SEAL"
Leah S. Johnson
My Commission Expires 11/17/2000
Commission #CC 601738

NOTARY PUBLIC:
Sign Leah S. Johnson
11-17-2000
My Commission Expires:

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: Ashford Financial Planning, Inc

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

Doreen P. Ashford
(Name)

1004 Rosetree Lane
(P.O. Box not acceptable)

Tarpon Springs, FL 34689
(City/State/Zip)

00 MAR -9 AM 11:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

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.

Doreen P. Ashford
(Signature)

3-5-00