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The Law Office of Chris M. Vorbeck, P.A.

1801 Glengary Street

Sarasota, FL 34231

(941) 921-3124

Fax (941) 923-0065

CHRIS M. VORBECK, Esq.
LL.M. - Taxation

August 8, 2000

FILED

00 AUG 10 AM 8: 38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Also Admitted in Georgia

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

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*****78.75 *****78.75

SUBJECT: Wohlrab Financial Group, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and certificate of designation of registered office/agent and our check for \$78.75.

FROM: Chris M. Vorbeck
1801 Glengary Street
Sarasota, FL 34231
(941) 921-3124

P. 8/17/00

**ARTICLES OF INCORPORATION
FOR
WOHLRAB FINANCIAL GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be Wohlrab Financial Group, Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The principal place of business and mailing address of the corporation shall be:

4375 Indian Point Trail
Sarasota, FL 34238

ARTICLE IV

The corporation shall have one class of stock of which there shall be One Thousand authorized shares having a par value of one dollar per share.

ARTICLE V

Every shareholder shall have the right to purchase his or her pro-rata share of any new stock of this corporation of the same kind, class or series as that which he or she already holds at a price which it is offered to all other shareholders.

ARTICLE VI

The initial Registered Agent of the corporation shall be Michael Wohlrab located at the corporations registered office:

1819 Main Street, Suite 380
Sarasota, FL 34236

ARTICLE VII

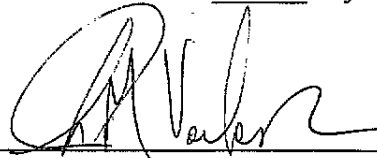
The incorporator of the corporation is:

Chris M. Vorbeck
1801 Glengary Street
Sarasota, FL 34231

ARTICLE VIII

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state..

The undersigned incorporators has executed these Articles this 8th day of August, 2000.


Chris M. Vorbeck, Incorporator

**Certificate of Designation
Registered Agent/Registered Office**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Wohlrab Financial Group, Inc.
2. The name and address of the registered agent and office is:

Michael Wohlrab
1819 Main Street, Suite 380
Sarasota, FL 34236

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.

Michael Wohlrab 8/8/00
Michael Wohlrab Date