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37 North Orange Avenue
Suite 500
Orlando, Florida 32801

August 25, 2000

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

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

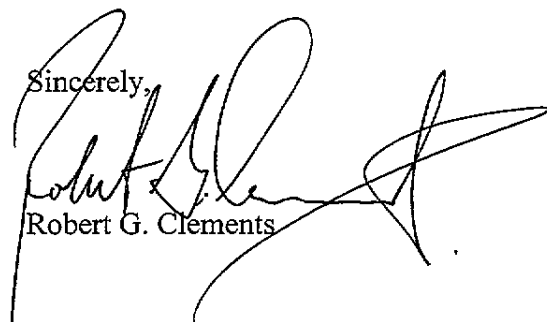
Re: LAST FINANCIAL GROUP, INC.

Dear Madame/Sir:

Enclosed please find Articles of Incorporation for LAST FINANCIAL GROUP, INC. and a check in the amount of \$78.75 to cover the filing fee and cost of a certified copy of the articles. Please send me the certified copy of the articles.

Thank you for your assistance in this matter. Please contact me if you have any questions regarding this matter.

Sincerely,


Robert G. Clements

RGC/
Enclosures

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ARTICLES OF INCORPORATION

OF

LAST FINANCIAL GROUP, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is **LAST FINANCIAL GROUP, INC.**

ARTICLE II

The existence of the Corporation shall begin on August 29, 2000.

ARTICLE III

The street address of the principal office of the Corporation is:

290 Orange Avenue
St. Cloud, Florida 34769

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000, no par value per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office and the initial registered agent for the Corporation at that address is:

Ron Loper
290 Orange Avenue
St. Cloud, Florida 34769

ARTICLE VI

The initial board of directors shall consist of 1 member. The name and address of the person who will serve on the initial board of directors are:

FILED
00 AUG 28 10:12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name

Address

Ron Loper

290 Orange Avenue
St. Cloud, Florida 34769

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name

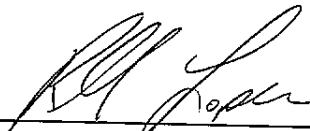
Address

Ron Loper

290 Orange Avenue
St. Cloud, Florida 34769

FILED
00 AUG 28 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 25th day of August, 2000.




Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for LAST FINANCIAL GROUP, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

This 25th day of August, 2000.



Ron Loper
Registered Agent