

PO00000048304

G. Robert Tatum III
501 Brickell Key Drive, Suite 203
Miami, Florida 33131

October 11, 2000

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

FILED
OCT 17 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: FINANCIAL PARTNERS NETWORK CORPORATION

Ladies and Gentlemen:

600003427246--2
-10/17/00--01037--006
*****87.50 *****87.50

Enclosed are an original and one copy of the Articles of Incorporation for the above referenced corporation and a check for \$87.50 for the filing fee, a certified copy and a certificate of status. Please return the certified copy and the certificate of status to G. Robert Tatum III, 501 Brickell Key Drive, Suite 203, Miami, Florida 33131.

Thank you for your cooperation.

Very truly yours,



G. Robert Tatum III

Enclosures

✓ 10-18
KSC

**ARTICLES OF INCORPORATION
OF
FINANCIAL PARTNERS NETWORK CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation formed hereunder shall be Financial Partners Network Corporation.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing office of this corporation shall be:

501 Brickell Key Drive, Suite 203
Miami, Florida 33131

**ARTICLE III
PURPOSE**

The purpose of the corporation established hereunder will be to engage in and transact any and all business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV
DURATION**

The corporation created hereunder shall continue as a separate entity, independent of its owners, for all purposes, for a period that shall be perpetual or until dissolved in accordance with the provisions of the Florida Business Corporations Act.

**ARTICLE V
CAPITAL STOCK**

The total number of shares of capital stock which the corporation is authorized to issue is 1,000 shares of common stock, par value \$.01 per share.

ARTICLE VI
BOARD OF DIRECTORS

The initial board of directors will consist of one member. The initial director of the corporation is G. Robert Tatum III. The number of directors may be either increased or diminished from time to time as determined in accordance with the Bylaws of the corporation, but shall never be less than one nor more than nine.

ARTICLE VII
AFFILIATED TRANSACTIONS

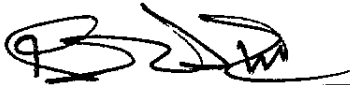
The corporation elects not to be governed by Section 607.0901 of the Florida Business Corporation Act.

ARTICLE VIII
REGISTERED AGENT

The name and street address of the initial registered agent is: G. Robert Tatum III, 501 Brickell Key Drive, Suite 203, Miami, Florida 33131. The written acceptance of the said registered agent, as required by the Florida Business Corporation Act, is attached hereto and made a part of these Articles of Incorporation.

ARTICLE IX
INCORPORATOR

The name and address of the Incorporator of the corporation are G. Robert Tatum III, 501 Brickell Key Drive, Suite 203, Miami, Florida 33131.



G. Robert Tatum III, Incorporator

October 11, 2000

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.



G. Robert Tatum, III

October 11, 2000