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VENTURE COUNSEL, PLLC

110 William St, 25th Floor
New York, NY 11520
(800) 285-3618

TRANSMITTAL LETTER

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-09/18/00--01090--011
*****78.75 *****78.75

September 1, 2000

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

FILED
00 NOV 16 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: MANNAQUEST FINANCIAL, INC.

Enclosed is an original and one (1) copy of the articles of incorporation of the above-named entity. Please accept the enclosed check of \$78.75, for the filing fee and the certified copy, the latter of which can be sent to me at the above address.

If you have any questions or need further information, please do not hesitate to contact me. Thank You.

Sincerely,



John T. Araneo
Incorporator





FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 19, 2000

JOHN T ARANEO
110 WILLIAM ST 25TH FLOOR
NEW YORK, NY 11520

SUBJECT: MANNAQUEST FINANCIAL, INC.
Ref. Number: W00000022917

We have received your document for MANNAQUEST FINANCIAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Gina Bullock
Document Specialist

Letter Number: 000A00049487

ARTICLES OF INCORPORATION FOR MANNAQUEST FINANCIAL, INC.

Pursuant to Chapter 607 and 621 of Florida Statutes, Mannaquest Financial, Inc. sets forth the following Articles of organization:

ARTICLE I

The name of the Corporation is: Mannaquest Financial, Inc.

ARTICLE II

The principal place of business is New York and the primary mailing address is:

**110 William Street, 25th Floor
New York, NY 10038**

ARTICLE III

The purpose of Mannaquest Financial, Inc., is to engage in any lawful business venture.

ARTICLE IV

The number of shares of stock authorized is 100.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

The names and addresses of the Directors are:

1. Cid Zane Chevalier
9321 Cypress Lake Drive
Fort Myers, Fla. 33919
2. Tiburon Asset Management, LLC
110 William Street, 25th floor
New York, NY 10038

ARTICLE VI

The name and Florida Street address of the initial Registered agent is:

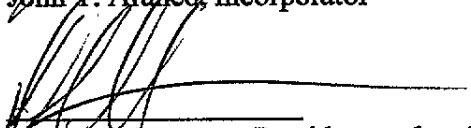
Cid Zane Chevalier
9321 Cypress Lake Drive
Fort Myers, Fla. 33919

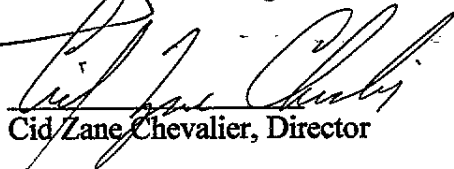
ARTICLE VII

The name and address of the Incorporator is:

John T. Araneo, Esq.
165 Ray St
Freeport, NY 11520

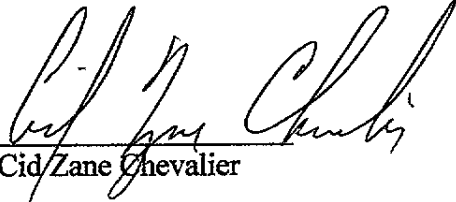


John T. Araneo, Incorporator

Vincent Montagna, President and on behalf of
Tiburon Asset Management, LLC, Director

Cid Zane Chevalier, Director

I, Cid Zane Chevalier, hereby am familiar with and accept the duties and responsibilities
as Registered Agent.


Cid Zane Chevalier

11-7-00
Date

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TALLAHASSEE, FLORIDA