



SUPLEE & SHEA, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

T. Raymond Suplee, C.P.A.
Norman J. Shea, III, C.P.A.
Thomas R. Cramer, C.P.A.
Joseph E. Rocklein, III, C.P.A.

P010000003391

November 20, 2000

CERTIFIED, RETURN RECEIPT
NUMBER Z 318 085 861

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

400003526274--6
-01/08/01--01006--002
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find Articles of Incorporation and check #930 for the fee in the amount of \$78.75 for the filing of the following new Florida corporation:

PRAIZNER FINANCIAL SERVICES

Please return the filed corporate papers to:

Joseph E. Rocklein, III, CPA
Suplee & Shea, P.A.
800 S. Osprey Avenue
Sarasota, FL 34236

Thank you for your cooperation in this matter.

Sincerely,

Joseph E. Rocklein, III, CPA

JER/kf

enc.

Joe Rocklein GAVE
AUTHORIZATION BY PHONE TO
CORRECT ending by adding, Inc.
DATE 1-10-01 at 9:07am
DOC. EXAM J. Brey

FILED
01 JAN -5 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W01-644

1-9-01
1-10-01

FILED
01 JAN -5 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PRAIZNER FINANCIAL SERVICES, INC.**

The Undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: PRAIZNER FINANCIAL SERVICES, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, having a One and 00/100 Dollar (\$1.00) par value.

ARTICLE IV. ADDRESS

The street address of the Corporation is 8830 S. TAMiami TRAIL, SUITE 140, SARASOTA, FL 34238. The street address of the initial registered office of the corporation shall be 8830 S. TAMiami TRAIL, SUITE 140, SARASOTA, FL 34238 and the name of the initial registered agent of the corporation at that address is SCOTT M. PRAIZNER.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the Regulations issued thereunder. Such action as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. DIRECTORS AND OFFICERS


This corporation shall have no Directors or Officers, initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the By-Laws.

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

SCOTT M. PRAIZNER
8830 S. TAMiami TRAIL, SUITE 140, SARASOTA, FL 34238

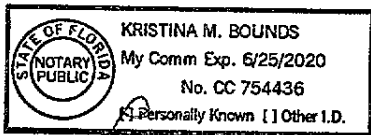
IN WITNESS WHEREOF, The undersigned has hereunto set his hand and seal on
the 1st day of JANUARY, 2001.

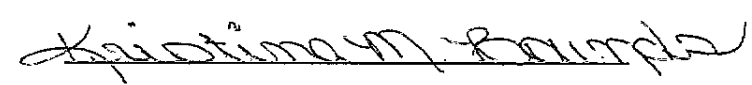


SCOTT M. PRAIZNER

STATE OF FLORIDA
COUNTY OF SARASOTA

KMB I HEREBY CERTIFY that the foregoing was acknowledged before me this
1st Day of JANUARY, 2001, by SCOTT M. PRAIZNER, who is
personally known to me or has produced _____ as
identification.




Kristina M. Bounds
I am a Notary Public in and for the State of
Florida and my commission expires
6/25/02

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in compliance with chapter 48.091
Florida Statutes.

PRAIZNER FINANCIAL SERVICES, ^{INC.} a corporation organized under the laws of
the State of Florida, with its principal office at 8830 S. TAMiami TRAIL, SUITE 140,
SARASOTA, FL 34238 has named SCOTT M. PRAIZNER, located at 8830 S. TAMiami
TRAIL, SUITE 140, SARASOTA, FL 34238, as its registered agent at said initial registered
office, to accept service of process within this State.


SCOTT M. PRAIZNER, Subscriber

Having been named to accept service of process for the above corporation, at the
place designated in this Certificate, I hereby agree to act in this capacity, and I further agree
to comply with the provisions of all statutes relative to the proper and complete performance
of my duties.


SCOTT M. PRAIZNER, Registered Agent

FILED
01 JAN -5 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA