

CORPORATE  
ACCESS,  
INC.

PO1000013608

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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1.) BCL Financial Group, Inc  
(CORPORATE NAME & DOCUMENT #)

2.)  
(CORPORATE NAME & DOCUMENT #)

3.)  
(CORPORATE NAME & DOCUMENT #)

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4.)  
(CORPORATE NAME & DOCUMENT #)

5.)  
(CORPORATE NAME & DOCUMENT #)

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DEPARTMENT OF STATE  
SYSTEM OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

T SMITH FEB 06 2001

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ARTICLES OF INCORPORATION  
OF  
BCL FINANCIAL GROUP, INC.

01 FEB -6 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is BCL Financial Group, Inc. and is located at 476 Highway A1A, Suite 3B, Satellite Beach, Florida 32937.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1600 Sarno Road, Suite 4, Melbourne, Florida 32935 and the name of the initial registered agent of this corporation at that address is James H. Richey, Esquire.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
James P. Hollis	476 Highway A1A Suite 3B Satellite Beach, FL 32937

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

James P. Hollis

476 Highway A1A, Suite 3B  
Satellite Beach, FL 32937

**ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XI - COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

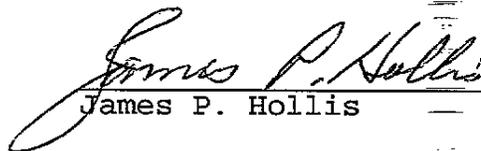
**ARTICLE XII - INDEMNIFICATION**

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

**ARTICLE XIII AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5 day of February, 2001.

  
James P. Hollis

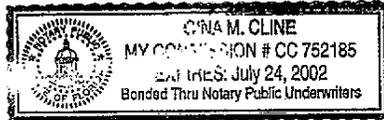
STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 5<sup>th</sup>  
day of February, 2001, by James P. Hollis, who is personally known  
to me or who produced the following identification \_\_\_\_\_  
\_\_\_\_\_ and who did take an oath.

NOTARY PUBLIC:

Sign: *Gina M. Cline*  
Print: \_\_\_\_\_

State of Florida (SEAL)  
My Commission Expires



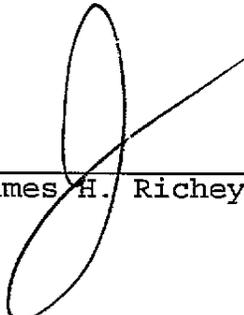
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that BCL FINANCIAL GROUP, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Satellite Beach, County of Brevard, State of Florida, has named James H. Richey, Esquire, located at 1600 Sarno Road, Suite 4, Melbourne, Florida 32935, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
James H. Richey, Esquire

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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