

Richard A. Feldman
ATTORNEY AT LAW
PO1000030116

Mar. 15, 2001

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

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-03/19/01--01121--007
*****78.75 *****78.75

SUBJECT: LEGACY FINANCIAL GROUP, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 78.75.

Please file the articles and return one (1) copy certified to the undersigned. With appreciation for your attention to this matter, I remain

Very truly yours,

Richard A. Feldman
Richard A. Feldman

RAF:sf
Enclosures

FILED
01 MAR 19 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

LEGACY FINANCIAL GROUP, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

LEGACY FINANCIAL GROUP, INC.

ARTICLE II PRINCIPAL OFFICE

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

4400 N. Federal Highway, Suite 44
Boca Raton, Florida 33431

ARTICLE III CAPITAL STOCK

The 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 nominal par value of One Dollar (\$1.00) per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Richard A. Feldman
4400 N. Federal Highway, Suite 44
Boca Raton, Florida 33431

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TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

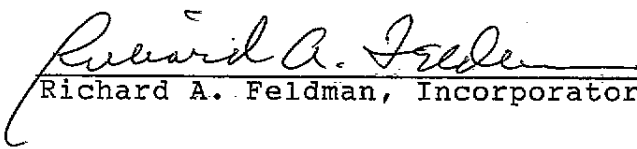
Richard A. Feldman
4400 N. Federal Highway, Suite 44
Boca Raton, Florida 33431

ARTICLE VI INDEMNIFICATION

The Corporation shall indemnify, to the full extent permitted by law, the undersigned incorporator.

The undersigned has(have) executed these Articles of Incorporation this

15th day of March, 20 01.



Richard A. Feldman, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: LEGACY FINANCIAL GROUP, INC.

2. The name and address of the registered agent and office is:

Richard A. Feldman

(NAME)

4400 N. Federal Highway., Suite 44

(ADDRESS)

Boca Raton, Florida 33431

(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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.

SIGNATURE

Richard A. Feldman

DATE

March 15, 2001