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Robert G. Clements
Attorney at Law

Tel (407) 521-8883
(407) 926-4395
Fax (407) 521-6223

37 North Orange Avenue
Suite 500
Orlando, Florida 32801

July 27, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

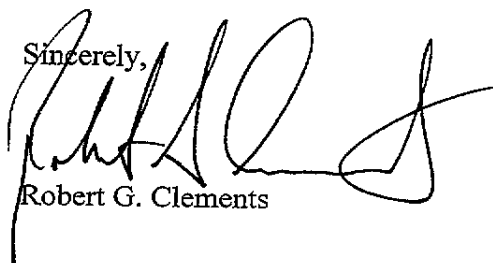
Re: Last Financial Group of Florida, Inc.

Dear Madame/Sir:

Enclosed please find Articles of Incorporation for Last Financial Group of Florida, Inc. and a check in the amount of \$78.75 to cover the filing fee and cost of a certified copy of the articles. Please send me the certified copy of the articles.

Thank you for your assistance in this matter. Please contact me if you have any questions regarding this matter.

Sincerely,



Robert G. Clements

RGC/
Enclosures

FILED
01 JUL 30 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mailing Address: P.O. Box 991, Orlando, Florida 32802
www.mundolaw.com • rgc@mundolaw.com

REGISTER AUG 8 2001

**ARTICLES OF INCORPORATION OF
LAST FINANCIAL GROUP OF FLORIDA, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I
NAME**

The name of the Corporation ("Corporation") is **LAST FINANCIAL GROUP OF FLORIDA, INC.**

**ARTICLE II
ADDRESS**

The street address of the principal office of the Corporation is:

290 Orange Avenue
St. Cloud, Florida 34769

**ARTICLE III
DURATION**

The existence of the Corporation shall begin on the date these Article of Incorporation are filed and shall be perpetual.

**ARTICLE IV
PURPOSE**

This Corporation is organized for the purposes of transacting any or all-lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V – CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is 10,000, no par value per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's registered office and the initial registered agent for the Corporation at that address is:

Ronald J. Loper
290 Orange Avenue
St. Cloud, Florida 34769

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of 1 member. The name and address of the persons who will serve on the initial board of directors is:

Ronald J. Loper
290 Orange Avenue
St. Cloud, Florida 34769

ARTICLE VIII - INCORPORATOR

The names and street addresses of the persons signing these articles of incorporation are:

Ronald J. Loper
290 Orange Avenue
St. Cloud, Florida 34769


ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - 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 incorporator has executed these articles of incorporation on this ____ day of July, 2001.

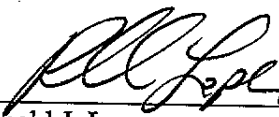


Ronald J. Loper
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **LAST FINANCIAL GROUP OF FLORIDA, INC.** at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

This ____ day of July, 2001.



Ronald J. Loper
Registered Agent