

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

11111 11111 (888) 11111111

Financial Gain Investment Corp.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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✓ Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

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TO AGENT FOR SERVICE
SUFFICIENCY OF FILING
J. BRYAN SE

Signature

Requested by: KC 97101 11:37
Name Date Time

Walk-In Will Pick Up

***ARTICLES OF INCORPORATION
OF
FINANCIAL GAIN INVESTMENT CORP.***

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

FIRST: The name of the corporation is: FINANCIAL GAIN INVESTMENT CORP.

SECOND: The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

THIRD: The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 100 shares, having a FIVE DOLLAR (\$5.00) par value each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporator, or by the board of directors at a meeting called for such purpose, or at the organization meeting.

Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by

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Financial Gain Investment Corp.

the corporation in return for the issuance of the capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the directors of the company may decide.

FOURTH: The amount of capital with which the corporation may begin business will not be less than FIVE HUNDRED DOLLARS (\$500.00).

FIFTH: The corporation is to have perpetual existence.

SIXTH: The address of the corporation's initial registered office and the name of the initial registered agent at such address is as follow:

Registered Agent

Wayne H. Rassner, Esq.
7700 N. Kendall Drive
Suite 510
Miami, Florida 33156

Corporate Mailing Address

7700 N. Kendall Drive, Suite 601
Miami, Florida 33156

SEVENTH: The number of directors constituting the initial board of directors is one (1).

EIGHTH: The name and post office address of the Incorporator is:

Wayne H. Rassner
7700 N. Kendall Drive, Suite 510
Miami, Florida 33156

NINETH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize

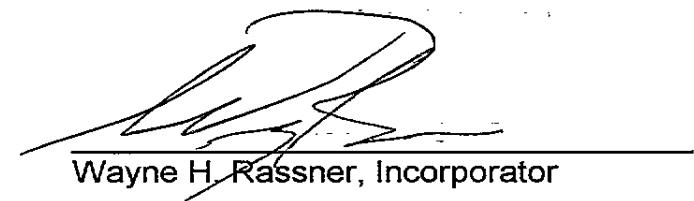
Financial Gain Investment Corp.

and cause to be executed mortgages and liens upon the property and franchises of this corporation.

TENTH: Cumulative voting may be permitted by the terms of the by-laws.

IN WITNESS WHEREOF, the party hereto has set his hand and seal this

6 day of September, 2001.



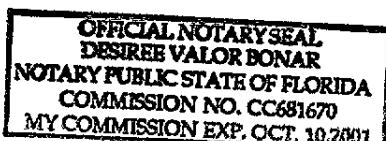
Wayne H. Rassner, Incorporator

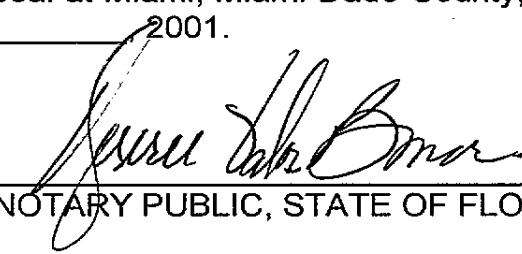
STATE OF FLORIDA)
)\$
COUNTY OF MIAMI-DADE)

BE IT REMEMBERED, that on this day personally appeared before me, Wayne H. Rassner, a party to the foregoing Articles of Incorporation, known to me personally to be such, and upon his oath acknowledged the above Articles of Incorporation to be the act and deed of the signer, and that the facts therein stated are truly set forth.

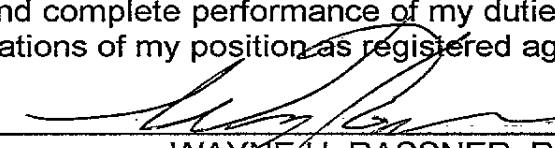
WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this 6 day of SEPT. 2001.

Notary Stamp:




NOTARY PUBLIC, STATE OF FLORIDA

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 provision 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.


WAYNE H. RASSNER, Registered Agent