P.02

Darren McKee 715 N.E. 17th Avenue -Ft. Lauderdale, FL 33304 (954) 523-9535

1/000/15488

November 21, 2001

Department of State Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

Re: Gateway Financial Group, Inc.

Dear Sir or Madam:

Enclosed please find original and one copy of the Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$78.75 representing the filing fees. Please return a file stamped copy of the Articles in the envelope provided. Please contact me if you should have any questions whatsoever.

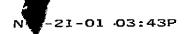
Thank you for your assistance in this matter.

Very truly yours,

Darren McKee

DM/It

Enclosures: as stated



ARTICLES OF INCORPORATION **OF** GATEWAY FINANCIAL GROUP, INC.



ARTICLE 1 - NAME

The name of this corporation is: GATEWAY FINANCIAL GROUP, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 7,500 shares of Common Stock, for a nominal or par value of \$1.00 per share.

ARTICLE IV - PREEMPTIVE RIGHTS

Every stockholder, upon sale for cash of any new stock in this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT/STREET ADDRESS

The street address of the initial registered office and agent and street address of principal office of this corporation is:

> DARREN MCKEE 715 N.E. 17th Avenue Ft. Lauderdale, FL 33304

ARTICLE VI - INITIAL BOARD OF DIRECTORS/OFFICERS

This corporation shall have one (1) director initially. The number of directors

may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors and officers of this corporation are:

DARREN MCKEE 715 N.E. 17th Avenue Ft. Lauderdale, FL 33304

ARTICLE VII - INCORPORATORS

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

DARREN MCKEE 715 N.E. 17th Avenue Ft. Lauderdale, FL 33304

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officers or directors or any former officers or directors to the full extent permitted by law.

ARTICLE VIII - 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 the same reservation.

IN WITNESS WHEREOF, the undersigned Subscribers have executed these Articles of Incorporation, this <u>38</u> day of <u>NOVEMBER</u>, 2001.

DAPREN MCKEE, PRES.

STATE OF FLORIDA

: SS

COUNTY OF BROWAND)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared DARREN MCKEE,

WITNESS my hand and official seal in the County and State last aforesaid this day of <u>November</u>, A.D. 2001.

Notary Signature

JOHN R- HARRIS

(Print, type or stamp Name of

Notary Public)

Personally Known __ OR __Produced Identification

Type of Identification Produced FC M200-161-69-062-0

My Commission Expires:

JOHN R HARRIS
NOTARY FUBLIC STATE OF FLORIDA
COMMISSION NO. CC750489
MY COMMISSION EXP. JUNE 11,2002

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

In pursuance to Florida Statutes, the following is submitted, in compliance with said Act.

That GATEWAY FINANCIAL GROUP, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Ft. Lauderdale as its agents 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 the Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DARREN MCKEE, REGISTERED AGENT

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SECRETARY OF STATE