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\*\*\*\*\*78.75 \*\*\*\*\*78.75

February 11, 2002

Florida Dept. of State  
Division of Corporations  
George Firestone Bldg.  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: E. & C. Financial, Inc.

Dear Division:

With regard to the above captioned corporation you will find the following:

1. My check in the amount of \$78.75.
2. Original and 1 copy of Articles.

Please file the enclosed articles and return 1 certified copy to me.

Sincerely,



EDWARD CUNNINGHAM

E. & C. FINANCIAL, INC..  
C/O Edward Cunningham  
516 Nathan Hale Rd.  
West Palm Beach, Florida 33405

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAR 11 AM 7:08

R. CHESSEY MAR 19

**ARTICLES OF INCORPORATION OF E. & C. FINANCIAL, INC.**

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

**ARTICLE I**

The name of the corporation ("Corporation") is E. & C. FINANCIAL, INC.

**ARTICLE II**

The existence of the corporation shall begin on the date these Articles are filed with the Florida Department of State

**ARTICLE III**

The street address and mailing address of the principal office of the Corporation is ;

E. & C. FINANCIAL, INC.,  
C/O Edward Cunningham  
516 Nathan Hale Rd.  
West Palm Beach, Florida 33405

**ARTICLE IV**

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares, One Dollar, Par Value. 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.

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TALLAHASSEE, FLORIDA

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ARTICLE V.

Every shareholder, upon issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE VI

The initial street address of the Corporation's registered office is 516 Nathan Hale Rd., West Palm Beach, Florida 33405. The initial registered agent for the Corporation at that address is Edward Cunningham

ARTICLE VII

The minimum number of members of the board of directors shall be one. The initial board of directors shall consist of one. The names and address of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
Edward Cunningham	516 Nathan Hale Rd. West Palm Beach, Fl. 33405

ARTICLE VIII

The corporation shall have a President and Secretary/Treasurer.

The initial officers shall be:

<u>Name</u>	<u>Address</u>
Edward Cunningham: President and Secretary/Treasurer	516 Nathan Hale Rd. West Palm Beach, Florida 33405

ARTICLE IX

The business purpose of the Corporation is to engage in any lawful purpose permitted under the laws of the State of Florida.

ARTICLE X


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

<u>Name</u>	<u>Address</u>
Edward Cunningham	516 Nathan Hale Rd. West Palm Beach, Fl. 33405

ARTICLE XI

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 11th day of February 2002.

  
EDWARD CUNNINGHAM

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for E. & C. FINANCIAL, 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).

  
EDWARD CUNNINGHAM,

Date: 2/11/02

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