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March 21, 2002

Division of Corporations
Florida Department of State
Box 6327
Tallahassee, FL 32314

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-03/25/02--01019--026
*****70.00 *****70.00

Subject: Equis Financial Corporation, Filing of Articles of
Incorporation

Sir or Madame:

Enclosed are Articles of Incorporation of Equis Financial
Corporation, designation and acceptance of registered agent,
and a remittance check of \$70.00. Thank you.

Sincerely,


VICTOR C. KRUMM

FILED
2002 MAR 25 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH APR 02 2002

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ARTICLES OF INCORPORATION
FOR
EQUIS FINANCIAL CORPORATION

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Equis Financial Corporation.

ARTICLE II. COMMENCEMENT AND DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase

of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares are held Subject to Certain Transfer Restrictions Imposed by this Corporation's Articles of Incorporation, a Copy of which is on File at this Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one. The number of directors may be increased or decreased from time to time as provided in this corporation's by-laws but shall never be less than one.

The names and addresses of each person who shall serve as a member of the Initial Board of Directors are Stacey Zannis Toxey, 4931 Oakleaf Drive, Sarasota, FL 34233.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any current or former officer, director, employee, or agent to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE AND REGISTERED OFFICE AND AGENT

The name and address of the individual or entity serving as the corporation's initial registered agent is Stacey Zannis Toxey, 4931 Oakleaf Drive, Sarasota, FL 34233, and the principal office of this corporation shall be the address of the corporation's initial registered agent.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is Stacey Zannis Toxey, 4931 Oakleaf Drive, Sarasota, FL 34233.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provision or provisions of these Articles of Incorporation or any amendments thereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Stacey Zannis Toxey
Stacey Zannis Toxey
Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent for Equis Financial Corporation. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Equis Financial Corporation.

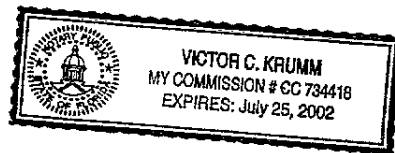
Stacey Zannis Toxey
Stacey Zannis Toxey
Registered Agent

STATE OF FLORIDA

SARASOTA COUNTY

On March 21, 2002, Stacey Zannis Toxey, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or who produced a Florida driver's license as identification, personally appeared before me at the time of notarization and, after being given the oath, acknowledged signing these Articles of Incorporation of Equis Financial Corporation.

[Signature]
Notary Public
for Florida



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