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JOHN C. RAYSON
ALSO ADMITTED IN ILLINOIS

LAW OFFICES OF
John C. Rayson

LELAND H. RAYSON
1921 - 2001

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July 1, 2002

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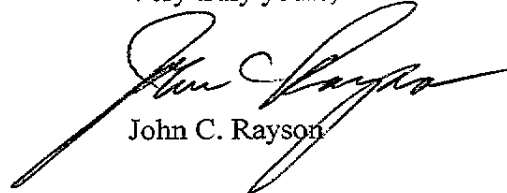
Department of State
Division of Corporations
ATTN.: NEW FILING SECTION
PO Box 6327
Tallahassee, FL 32314

RE: PF Insurance and Financial Services II, Inc.

Dear New Filing Section:

Enclosed please find an original and one copy of articles of incorporation for PF Insurance and Financial Services II, Inc., a Florida corporation for profit. Also enclosed is my trust check in the amount of \$78.75 for the filing fee and certificate of status. Thank you for your attention to this matter. Should you have any questions or concerns, kindly contact me.

Very truly yours,


John C. Rayson

JCR/kr
enclosures

FILED
02 JUL -3 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JK 7/8

**ARTICLES OF INCORPORATION
OF
PF INSURANCE & FINANCIAL SERVICES II, INC.**

EDWARD W. PHILLIPS, a natural person competent to contract, does hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

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02 JUL -3 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the corporation shall be as stated above.

**ARTICLE II
GENERAL NATURE OF BUSINESS**

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

**ARTICLE III
CAPITAL STOCK**

The maximum shares of capital stock authorized to be issued by this corporation shall be 500 (FIVE HUNDRED) shares having a par value of \$1.00 (ONE DOLLAR) per share. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the Stockholders. All or any part of said capital stock may be paid for in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the Incorporators, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business shall be no less than \$500 (FIVE HUNDRED DOLLARS).

**ARTICLE V
TERM OF EXISTENCE**

This corporation shall have perpetual existence.

ARTICLE VI PRINCIPAL OFFICE

The following shall be the street address and the principal office of this corporation, but the corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at any such other places within or without the State of Florida that may be deemed expedient:

901 S. Dixie Hwy., West 6, Pompano Beach, FL 33060.

ARTICLE VII DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than nine (9), the number of same to be fixed by the corporate by-laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any Director may be removed, without cause, at any annual or special meeting of the Stockholders, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the corporation entitled to vote at said meeting. Any officer of the corporation may be removed without cause at any annual or special meeting of the Board of Directors, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the Directors present at said meeting.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

The names and addresses of the first Board of Directors are:

Edward W. Phillips, 3333 W. Atlantic Blvd., Suite 16, Pompano Beach, FL 33060, who shall serve as President/Treasurer.

Andrew McCall, 1460 SW 5th Ave., Deerfield Beach, FL 33441, who shall serve as Vice President.

Mary Phillips, 3333 W. Atlantic Blvd., Suite 16, Pompano Beach, FL 33060, who shall serve as Secretary.

The members of the first Board of Directors, unless otherwise provided by the By-Laws, or unless removed as provided herein, shall hold office for the first year of the corporate existence or until their successors are elected and appointed and have qualified.

ARTICLE IX SUBSCRIBERS

The name and address of the sole subscriber to these Articles of Incorporation are as follows:

Edward W. Phillips, 3333 W. Atlantic Blvd., Suite 16, Pompano Beach, FL 33060

ARTICLE X CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Officers of this corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other corporation; any Director individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this corporation who is also a Director or Officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other corporation or not so interested.

ARTICLE XI INDEMNIFICATION

Every Director and every Officer of this corporation shall be indemnified by this corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party or to which he may become involved, or any appeal therein, by reason of his being or having been a Director or Officer of this corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement or reimbursement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled as a matter of law or otherwise.

ARTICLE XII ASSIGNMENT OF SUBSCRIPTIONS

The original Subscriber to these Articles of Incorporation shall have the right, upon incorporation, to assign and deliver his subscription to any other person, firm or corporation who may thereafter become subscribers to the capital stock of this corporation who, upon acceptance of such assignment, shall stand in lieu of the original subscriber, and assume and carry out all the rights, liabilities and duties entailed by such subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

**ARTICLE XIII
AMENDMENT**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now and hereinafter prescribed by the laws of the State of Florida and all rights conferred upon the stockholders herein are subject to this reservation.


IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes herein stated.


Edward W. Phillips

STATE OF FLORIDA
COUNTY OF BROWARD

SWORN TO AND SUBSCRIBED to me this 1 day of July, 2002, by EDWARD W. PHILLIPS, who is personally known to me or who produced _____ as identification and who did/did not take an oath.

WITNESS my hand and seal in the County and State last aforesaid this 1 day of July, 2002.


Notary Public
My Commission Expires:



John Rayson
MY COMMISSION # DD045375 EXPIRES
October 1, 2005
BONDED THRU TROY FAIR INSURANCE, INC

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITH THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that PF Insurance & Financial Services II, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Pompano Beach, County of Broward, State of Florida, has named EDWARD W. PHILLIPS, 333B W. Atlantic Blvd., Suite 16, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

by:

Edward W. Phillips
Resident Agent

FILED
02 JUL -3 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA