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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Cavitch, Familo, Durkin & Frutkin*

A LEGAL PROFESSIONAL ASSOCIATION

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January 22, 2003

FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: S & P Financial Partners, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation to be filed on behalf of the above corporation. Also enclosed is a check in the amount of \$78.75 in payment of the applicable filing fee. Please return the Certificate of Filing to the undersigned.

If you have any questions regarding this matter, you are authorized to contact the undersigned collect. Thank you for your cooperation.

Very truly yours,



Rebecca S. Molyneaux

Enclosures

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FOURTEENTH FLOOR  
THE EAST OHIO BUILDING  
CLEVELAND, OHIO 44114-2876  
216/621-7860 PHONE  
216/621-3415 FAX  
law@cfd.com

*Edward D. Familo  
Zelman Cavitch (Ret.)  
George J. Durkin\*  
Harvey L. Frutkin  
Thomas G. Belden  
Robert M. Nelson*

*Brian H. Richman  
Michael C. Cohan  
Stephen E. Pigott  
Douglas A. DiPalma  
Thomas M. Cawley  
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*Mohammed J. Bidar  
Harold O. Masfield, Jr.  
Ronald D. Holman, II  
Mark A. Trubiano  
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Alexander E. Goetsch*

*Shannon L. McEanney  
Matthew E. Senra  
Douglas E. Bloom  
Rebecca S. Molyneaux  
Matthew B. Murphy  
\* of Counsel*

**ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**ARTICLE I NAME**

The name of the corporation shall be:

S & P Financial Partners, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business/mailling address is:

James Gornik c/o Moore, Stephen & Apple, 29550 Detroit Road,  
Westlake, Ohio 44145

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

to engage in any lawful acts or activities for which corporations may be formed under  
Chapter 607, Florida Statutes.

**ARTICLE IV SHARES**

The number of shares of stock is:

one thousand (1000) common shares.

**ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)**

The name(s), address(es) and title(s):

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address of the registered agent is:


CT Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324

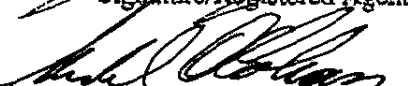
**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Michael C. Cohan c/o Cavitch, Familo, Durkin & Frutkin Co., LPA  
1717 East Ninth Street, 14th Floor  
Cleveland, Ohio 44114

\*\*\*\*\*  
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this  
certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

  
\_\_\_\_\_  
Signature/Registered Agent **Gil S. Apellis, Asst. Secretary**

  
\_\_\_\_\_  
Signature/Incorporator

January 20, 2003  
\_\_\_\_\_  
Date

1/20/03  
\_\_\_\_\_  
Date

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TALLAHASSEE, FLORIDA