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TALLAHASSEE, FLORIDA

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Buchanan Ingersoll
ATTORNEYS

Carolyn M. Sookram
(813) 222-8178
sookramcm@bipc.com

February 4, 2003

VIA FEDERAL EXPRESS

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

Re: Commonwealth Financial Group, Inc.

Dear Sir or Madam:

We have enclosed an original of the Articles of Incorporation for Commonwealth Financial Group, Inc. In addition, we have enclosed a check from this law firm in the total amount of \$78.75 to cover the cost of the filing fee (\$35.00), the registered agent designation fee (\$35.00) and a certified copy of the Articles of Incorporation (\$8.75).

If you have any questions, please contact me at this address or call me at (813) 222-8178. Thank you for your assistance.

Sincerely,

Carolyn M. Sookram

Enclosure

cc: Mr. Scott Williams; Mr. Craig Noll; Mr. Christopher Reintjes (w/enclosure)

PRINCIPAL LOCATIONS

PHILADELPHIA
PITTSBURGH
PRINCETON
LONDON
MIAMI
BUFFALO
NEW YORK CITY
HARRISBURG
TAMPA
WASHINGTON, DC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
COMMONWEALTH FINANCIAL GROUP, INC.

The undersigned incorporators hereby form a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be Commonwealth Financial Group, Inc. (the "Corporation"). The address of the principal office of the Corporation shall be 6718 North Himes Avenue, Suite B, Tampa, Florida 33614 in Hillsborough County, and the mailing address shall be the same.

ARTICLE II. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE III. INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the Corporation shall be 401 East Jackson Street, Suite 2500, Tampa, Florida 33602, and the name of the initial registered agent of the Corporation at that address is Carolyn M. Sookram, Esquire.

ARTICLE IV. INCORPORATORS

The names of the incorporators signing these Articles of Incorporation are Christopher J. Reintjes, Craig Noll, and Scott F. Williams and the street address of the incorporators is 6718 North Himes Avenue, Suite B, Tampa, Florida 33614.

ARTICLE V. NUMBER OF DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) Director with the exact number to be determined from time to time in accordance with the Bylaws of the Corporation. The Board of Directors shall have three (3) Directors initially.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The names and street addresses of each initial Director of the Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until his successor is elected, are as follows:

Craig Noll
6718 North Himes Ave.
Suite B
Tampa, Florida ~~34695~~
33614


Christopher J. Reintjes
6718 North Himes Ave.
Suite B
Tampa, Florida ~~34695~~
33614

Scott F. Williams
6718 North Himes Ave.
Suite B
Tampa, Florida ~~34695~~
33614

ARTICLE VII. AMENDMENT

These Articles of Incorporation may be amended, modified, repealed, restated, or replaced only as set forth in the Bylaws of the Corporation.

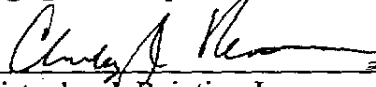
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2 day of February, 2003.



Scott F. Williams, Incorporator



Craig Noll, Incorporator



Christopher J. Reintjes, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: February 4, 2003



Carolyn M. Sookram, Registered Agent

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TALLAHASSEE, FLORIDA

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