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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

LAW OFFICES  
**MOSHER AND SCHNEIDER, P. A.**  
1550 CLEARLAKE CENTRE  
250 AUSTRALIAN AVENUE  
WEST PALM BEACH, FLORIDA 33401  
(561) 471-9000

EDGAR S. MOSHER  
(1878-1939)  
ESTHER MOSHER SCHNEIDER  
(1906-1977)  
GEORGE A. SCHNEIDER  
(1906-1985)  
JOHN C. SCHNEIDER

March 20, 2003

Re: AXXIS FINANCIAL GROUP, INC.

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Gentlemen:

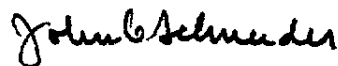
Enclosed are the following documents for the formation of the above-named corporation:

1. Articles of Incorporation (signed by the Registered Agent);
2. Copy of Articles;
3. Check for \$70.00 for filing the Articles; and
4. Self-addressed return envelope.

Please arrange for the filing of the Articles of Incorporation and return the copy (to be certified by your Department) in the enclosed self-addressed envelope.

Thank you in advance for your assistance and cooperation.

Very truly yours,



John C. Schneider

JCS/csm  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
AXXIS FINANCIAL GROUP, INC.

The undersigned Incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a corporation pursuant to the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation ("Corporation") shall be:

**AXXIS FINANCIAL GROUP, INC.**

ARTICLE II

Address of Principal Office

The principal place of business and mailing address of the Corporation shall be:

c/o John C. Schneider, Esquire  
1550 Clearlake Centre  
250 Australian Avenue South  
West Palm Beach, FL 33401

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

#### ARTICLE IV

##### Duration

This Corporation shall have perpetual existence.

#### ARTICLE V

##### Shares

The number of shares that this Corporation is authorized to have outstanding at any one time is 10,000, each with a par value of One Dollar (\$1.00).

#### ARTICLE VI

##### Registered Agent

The street address of the Corporation's initial registered office and the name of its initial Registered Agent at that address are as follows:

John C. Schneider, Esquire  
Mosher and Schneider, P.A.  
1550 Clearlake Centre  
250 Australian Avenue South  
West Palm Beach, FL 33401

#### ARTICLE VII

##### Board of Directors

A Director is not required to be a resident of the State of Florida or a Shareholder of the Corporation.

ARTICLE VIII

Incorporator

The name and street address of the Incorporator named in these Articles of Incorporation are:

John C. Schneider, Esquire  
Mosher and Schneider, P.A.  
1550 Clearlake Centre  
250 Australian Avenue South  
West Palm Beach, FL 33401

IN WITNESS WHEREOF, these Articles of Incorporation have been executed by the Incorporator this 20th day of March, 2003.

John C. Schneider  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 17th day of March, 2003, by John C. Schneider, who is personally known to me and who did not take an oath.



Cindy S. Moore  
MY COMMISSION # CC861541 EXPIRES  
August 25, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

[Signature]  
Notary Public  
State and County Aforesaid  
My Commission Expires:

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **AXXIS FINANCIAL GROUP, INC.**
2. The name and address of the registered agent and office are:

John C. Schneider, Esquire  
Mosher and Schneider, P.A.  
1550 Clearlake Centre  
250 Australian Avenue South  
West Palm Beach, FL 33401

Signature John C. Schneider

Title Incorporator

Date March 20, 2003

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Signature John C. Schneider

Date March 20, 2003

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