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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

2003 MAY 23 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

RAND FINANCIAL, INC.

Certificate of Status	0
Certified Copy	1
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2003 MAY 23 AM 9:51
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: RAND FINANCIAL, INC.

The principal place of business of this corporation shall be: 3327 VILLAGE GREEN, SARASOTA, FLORIDA 34239

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1000 shares, par value \$1.00

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

JEFF RAND
3327 VILLAGE GREEN
SARASOTA, FLORIDA 34239

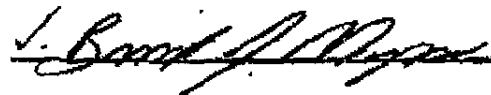
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator
(s) to this articles of Incorporation is(are):

BRENT J. MYERS, CPA
3859 BEE RIDGE ROAD, SUITE 101
SARASOTA, FLORIDA 34233

IN WITNESS WHEREOF, the undersigned Incorporator(s)
has (have) executed these Articles of Incorporation
this, _____ day of _____ 2001

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

BRENT J. MYERS, CPA

2. The name and address of the registered agent and office is:

BRENT J. MYERS, CPA

(P.O. BOX NOT ACCEPTABLE)

3859 BEE RIDGE ROAD, SUITE 101, SARASOTA, FLORIDA 34233

(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2003 MAY 23 AM 9:52

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SIGNATURE Brent J. Myers

TITLE _____

DATE 5/24/03

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE Brent J. Myers

DATE 5/24/03