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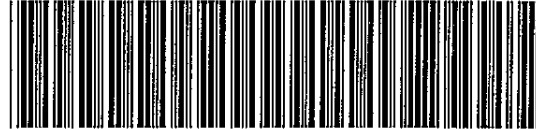
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**FILED**  
04 FEB -4 PM 4:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DAVID W. CARY**

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ACCOUNTANT & CONSULTANT  
1325-C DEL PRADO BOULEVARD S.  
CAPE CORAL FLORIDA 33990  
TELEPHONE (239)-458-0777  
FAX (239)-458-4767

February 2, 2004

Florida Department of State  
Divisions of Corporations  
P.O. Box: 6327  
Tallahassee, Florida 32314

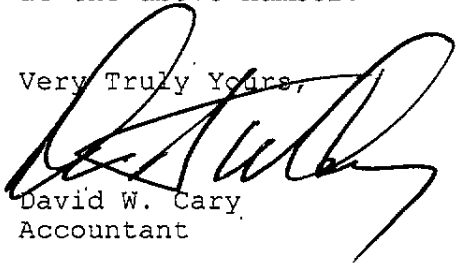
RE: Versifi Financial Corporation

Gentlemen or Ladies:

Enclosed please find Check 3925 in the amount of \$78.75 to  
Cover the filing fees of the above Corporation or Limited  
Liability Company.

Should you have questions, please feel free to contact me  
at the above number.

Very Truly Yours,



David W. Cary  
Accountant

DWC\

**ARTICLES OF INCORPORATION**

**OF**

**Versifi Financial Corp.**

**FILED**

04 FEB -4 PM 4: 56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be Versifi Financial Corp.

**ARTICLE II**

The general nature of the business, and the objects and purpose to be transacted and carried on, are to do any and all things herein mentioned as fully and to, viz., the corporation may engage in any activity of business permitted under the laws of business permitted under the laws of the United States and the State of Florida and shall possess all of the powers granted corporations under the provisions of Chapter 607, Florida Statutes.

**ARTICLE III**

The authorized capital stock of this corporation shall be 10,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV**

The amount of capital with this corporation shall commence business shall be \$2,000.00.

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#### **ARTICLE V**

This corporation shall commence upon compliance with the requirements of Florida Law, and its existence shall be perpetual.

#### **ARTICLE VI**

The names and post office addresses of the subscribers to the Certificate of Incorporation are:

##### **NAME**

##### **ADDRESSES**

Kenneth Lawrence

2621 Fowler Street

Fort Myers, FL 33901

The subscribers are over the age of eighteen years and are residents of the State of Florida.

#### **ARTICLE VII**

The name and street address of the members of the first Board of Directors who shall hold office for the first year of existence of the corporation or unit successors are elected or appointed pursuant to the By-Laws of this corporation, are as follows:

##### **NAME**

##### **ADDRESSES**

Dirk Merritt

2300 York Road, #109  
Timonium, MD 21093

Timothy Lawrence

2621 Fowler Street  
Fort Myers, FL 33901

Kenneth Lawrence

2621 Fowler Street  
Fort Myers, FL 33901

### **ARTICLE VIII**

The corporation shall be governed by a Board of not less than 1 nor more than 7 Directors, with exact number to be established by the By-Laws.

### **ARTICLE IX**

These Articles of Incorporation may be in the amended in the manner provided by law. Every amendment shall be approved by majority of Stockholders entitled to vote thereon, unless all manifesting their intention that a certain amendment of these Articles of Incorporation be made.

### **ARTICLE X**

In pursuance of Section 49.091, Florida Statutes, the following is submitted in compliance with said act: Versifi Financial Corp. desiring to organize under the Laws of the State of Florida, with its registered office at 2621 Fowler Street, Fort Myers, FL 33901 as its agent to accept service of process within this State, his/her name is Kenneth Lawrence. The principle place of business is 2621 Fowler Street, Fort Myers, FL 33901.

## **ARTICLE XI**

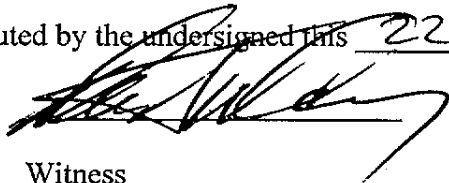
No director or officer shall be liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as director or officer, except with respect to:

1. A breach of the director's duty of loyalty at the corporation or its stockholders, derived and improper personal benefits.
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
3. Liability under Section 607.144 of the Florida General Corporation Law, or
4. A transaction from which the director or officer derived an improper personal Benefit. The corporation shall indemnify to the fullest extent permitted by Section 607.014 of the Florida General Corporation Act, as amended from time to time, each person that such Section grants the corporation the power to indemnify.

**ARTICLE XII – By-Laws**

The by laws shall be adopted at the initial stockholders meeting of the Corporation and said by laws may be changed by majority if shares at any annual or shares at any annual or special meeting of the shareholders.

Executed by the undersigned this 22 day of January, 2004.

  
Witness

x   
Kenneth Lawrence

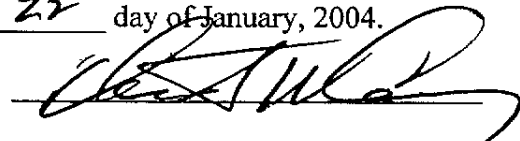
STATE OF FLORIDA)

LEE COUNTY)

Before me, the undersigned authority, personally appeared Kenneth Lawrence to me well known to and known to me to be the person who first being duly sworn by me, deposes and acknowledged before me that he executed the foregoing Articles of Incorporation. DL# \_\_\_\_\_


SWORN AND TO SUBSCRIBE before me this 22 day of January, 2004.

My commission expires: David W. Cary  
MY COMMISSION # DD270167 EXPIRES  
October 24, 2007  
BONDED THRU TROY FAIN INSURANCE, INC.

  
Notary Republic – David W. Cary

Acceptance by Registered Agent, the Undersigned being the person named as the initial registered agent of Versifi Financial Corp. hereby accepts such designation and agrees to serve, his/her address is 2621 Fowler Street, Fort Myers, FL 33901 and his/her name is Kenneth Lawrence.

Dated this 22 day of January, 2004.

x   
Kenneth Lawrence

