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TALLAHASSEE FLORIDA

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SMITH MACKINNON, PA

PROFESSIONAL ASSOCIATION
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JOHN P. GREELEY

August 4, 2004

Via Federal Express

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

2004 AUG -5 PM 3:45
TALLAHASSEE FLORIDA

Re: Cygnet Financial Corporation

Dear Sir/Madam:

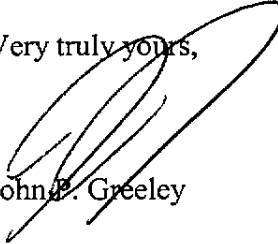
Enclosed are the following documents relating to the above-referenced corporation:

1. Original Articles of Incorporation submitted for filing;
2. A check in the amount of \$87.50 (\$35.00 for filing fee, \$35.00 for registered agent designation and \$17.50 for two certified copies of the Articles of Incorporation); and
3. Two photocopies of the executed Articles of Incorporation.

Please file the enclosed document as soon as possible and return to us one certified copy of the Articles. If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience.

Thank you for your assistance.

Very truly yours,


John P. Greeley

JPG:erw

Enclosures

Copy to: Rodney A. McLauchlan

ARTICLES OF INCORPORATION
OF
CYGNET FINANCIAL CORPORATION

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TALLAHASSEE FLORIDA

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Cygnet Financial Corporation

ARTICLE II

Duration

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

ARTICLE III

Purpose and General Powers

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized; Par Value.

The Corporation is authorized to issue the following shares of capital stock:

Common Stock. The aggregate number of shares of common stock (referred to in these Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 5,000,000 with a par value of \$5.00 per share.

B. Common Stock Voting Rights.

Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have cumulative voting rights in any election of directors of the Corporation.

C. Preemptive Rights.

Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE V

Initial Registered Office and Agent; Principal Place of Business

The initial registered office of this Corporation shall be located at Ponte Vedra Beach, County of St. Johns and State of Florida, and its address there shall be, at present, Veranda Building C, Suite 102, 822 Highway A1A North, Ponte Vedra Beach, Florida 32082, and the initial registered agent of the Corporation at that address shall be Rodney A. McLauchlan. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: Veranda Building C, Suite 102, 822 Highway A1A North, Ponte Vedra Beach, Florida 32082.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of three directors. The names and street addresses of the initial director of this Corporation are:

<u>Name</u>	<u>Address</u>
Luther Coggin	4306 Pablo Court, Jacksonville, Florida 32224
R. Max Gainer, Jr.	4235 Marsh Landing Parkway #824, Jacksonville Beach, Florida 32250
Rodney A. McLauchlan	831 Ponte Vedra Blvd., Ponte Vedra Beach, Florida 32082

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has the right to vote. Each shareholder may cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VII

Incorporator

The name and street address of the person signing these Articles of Incorporation as Incorporator are:

Rodney A. McLauchlan
Veranda Building C, Suite 102
822 Highway A1A North
Ponte Vedra Beach, Florida 32082

ARTICLE VIII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

Amendment


This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

Headings and Captions

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 30th day of JULY, 2004.


Rodney A. McLauchlan

STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

The foregoing instrument was acknowledged before me this 30 day of July, 2004, by Rodney A. McLauchlan.



Meredith Adams
My Commission DD323664
Expires May 26, 2006


Printed Name: Meredith Adams
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐

Type of Identification Produced _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

Cygnat Financial Corporation (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Rodney A. McLauchlan as its Registered Agent to accept service of process within the State of Florida with its registered office located at Veranda Building C, Suite 102, 822 Highway A1A North, Ponte Vedra Beach, Florida 32082.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 30th day of July, 2004.



Rodney A. McLauchlan, Registered Agent

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TALLAHASSEE FLORIDA