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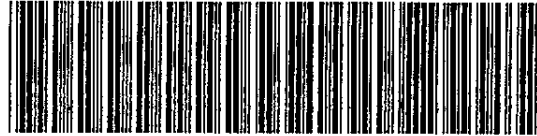
(Business Entity Name)

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

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## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Focus Financial Associates, Inc.  
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 78.75.

FROM:

Kerry Emery  
Name  
1424 Court Street -2nd floor  
Address  
Clearwater, FL 33756  
City, State, & Zip  
( ) N/A  
Telephone Number

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DEPT. OF STATE  
TALLAHASSEE, FLORIDA

Note: Additional copy of articles is needed only when certified copy is requested.

**ARTICLES OF INCORPORATION**

**OF**

*Focus Commercial Group*  
~~Focus Financial Associates, Inc.~~

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

**ARTICLE I NAME**

The name of the corporation shall be:

~~Focus Financial Associates, Inc.~~  
*COMMERCIAL GROUP*

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

1424 Court Street-2nd floor  
Clearwater, FL 33756

**ARTICLE III CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 shares @ \$1.00 par value per share.

**ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Kerry Emery  
1424 Court Street-2nd floor  
Clearwater, FL 33756

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CLERK OF DISTRICT COURT  
STATE OF FLORIDA

**ARTICLE V INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Kerry Emery  
1424 Court St.-2nd Floor  
Clearwater, FL 33756

The undersigned has(have) executed these Articles of Incorporation this

10th day of January, 2005.

X  President  
Signature/Title

Signature/Title

Signature/Title

**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: Focus Commercial Group Inc  
Focus Financial Associates, Inc.

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

Kerry Emery

(NAME)

1424 Court Street-2nd Floor

(P.O. BOX NOT ACCEPTABLE)

Clearwater, FL 33756

(CITY/STATE/ZIP)

SIGNATURE 

(corporate officer)

TITLE President

DATE 01/10/2005

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 

DATE 01/10/2005

REGISTERED AGENT FILING FEE: \$35.00