

**Electronic Articles of Incorporation
For**

P05000038952
FILED
March 15, 2005
Sec. Of State
shawkes

WAGNER ASSET MANAGEMENT, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

WAGNER ASSET MANAGEMENT, INC.

Article II

The principal place of business address:

1822 LAKE EASY ROAD
BABSON PARK, FL. 33827

The mailing address of the corporation is:

P. O. BOX 8936
SEBRING, FL. 33872

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1,000,000

Article V

The name and Florida street address of the registered agent is:

JAMES D WAGNER
1822 LAKE EASY ROAD
BABSON PARK, FL. 33827

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: JAMES D. WAGNER

Article VI

The name and address of the incorporator is:

JAMES D. WAGNER
1822 LAKE EASY ROAD
BABSON PARK, FL 33827

Incorporator Signature: JAMES D. WAGNER

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
JAMES D WAGNER
1822 LAKE EASY ROAD
BABSON PARK, FL. 33827

Title: VP
TAMARA T WAGNER
1822 LAKE EASY ROAD
BABSON PARK, FL. 33827

Title: T
JAMES D WAGNER
1822 LAKE EASY ROAD
BABSON PARK, FL. 33827

Title: S
TAMARA T WAGNER
1822 LAKE EASY ROAD
BABSON PARK, FL. 33827

Article VIII

The effective date for this corporation shall be:

03/18/2005