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To:

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

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
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FLORIDA PROFIT CORPORATION OR P.A.

INCOME FIRST, INC.

Certificate of Status	0
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05 MAY 18 AM 9:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
FOR
INCOME FIRST, INC.**

The undersigned Incorporator, for the purpose of forming a Corporation for profit under the Florida Business corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

INCOME FIRST, INC.

The date and time when corporate existence shall commence shall be the date of filing of these Articles with the Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE II - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - POWERS

The Corporation shall have power:

(A) To purchase, sell, lease, let demise, develop and/or subdivide all real or personal property wheresoever situate.

(B) To purchase and sell for itself and for others, personal property, stocks, bonds and notes, to negotiate loans thereon for others, to act as trustee in deeds of trust or mortgages on real or

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personal property or any evidence of value to secure the same.

(C) To contract debts and borrow money, issue and sell or pledge bonds, debentures, note and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments as are necessary to secure the payment of corporate indebtedness.

(D) To purchase the corporate assets of any other professional corporation, and to engage in the same or any other character of business.

(E) To loan the monies of the corporation and to take back mortgages as security therefor on both real and personal property.

(F) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida.

(G) To act as nominee or agent for the purpose of land acquisition, development, sales and financing.

(H) To act as a general partner in general or limited partnerships which will engage in activities contemplated by this Article and to perform all services necessary or desirable in connection therewith, and to act as nominee for the purpose of acquiring, financing and transferring real and personal property.

(I) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of,

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and invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(J) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE VI - PRINCIPAL OFFICE

The principal place of business of this Corporation shall be c/o Sheryl A. Edwards, Esquire, 1800 Second Street, Suite 720, Sarasota, Florida 34236.

ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1800 Second Street, Suite 720, Sarasota, Florida 34236 and the initial registered agent is Sheryl A. Edwards, Esquire.

ARTICLE VIII - DIRECTORS

The Corporation shall have one Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

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<u>Name</u>	<u>Address</u>
Rinat Khaybullin	1800 Second Street, Suite 720 Sarasota, Florida 34236

ARTICLE IX - AMENDMENT

The Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to a vote thereon.

ARTICLE X - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Sheryl A. Edwards, Esquire	1800 Second Street, Suite 720 Sarasota, Florida 34236

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any director or officer or any former director or officer to the full extent permitted by law.


ARTICLE XII - PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasure shares of the Corporation, or securities of the Corporation convertible into the carrying a right to subscribe to and acquire such shares, which may be issued at any time by the Corporation.

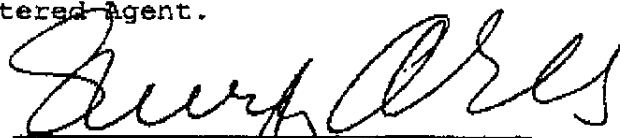
ARTICLE XIII - REMOVAL OF DIRECTORS

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever whether or not there is a cause for damages.

The undersigned has executed these Articles this 18 Day of May, 2005.


Sheryl A. Edwards, Esquire
Incorporator

Having been named the Registered Agent and to accept service of process for INCOME FIRST, Inc. at the place designated in the Articles, I hereby accept the appointment of Registered Agent and agree to act in this capacity., I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.


Sheryl A. Edwards, Esquire
Registered Agent

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