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(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

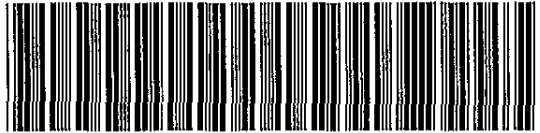
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STATE
TALLAHASSEE, FLORIDA

2005 JUN 22 P 1:41

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June 22, 2005

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Keywealth Financial Group, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

ARTICLES OF INCORPORATION

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OF

2005 JUN 22 P 1:41

KEYWEALTH FINANCIAL GROUP, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I: NAME

The name of the corporation shall be:

KEYWEALTH FINANCIAL GROUP, INC.

The address of the principal office of this corporation shall be 770 Claughton Island Drive, Suite 708, Miami, FL 33131 and the mailing address of the corporation shall be the same.

ARTICLE II: NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV: REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 770 Claughton Island Drive, Suite 708, Miami, FL 33131, and the name of the initial registered agent of the corporation at the address is George E. Enone.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI: BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one director initially. The name and address of the initial members of the Board of Directors are:

George E. Enone, Director	770 Claughton Island Drive, Suite 708 Miami, FL 33131
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ARTICLE VII: OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

George E. Enone, President / Treasurer / Secretary	770 Claughton Island Drive, Suite 708 Miami, FL 33131
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ARTICLE VIII: SPECIAL PROVISION

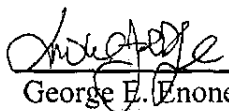
It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE IX: INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

George E. Enone
770 Claughton Island Drive, Suite 708
Miami, FL 33131

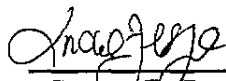
IN WITNESS WHEREOF, the undersigned, has hereunto set his hand and seal on.


George E. Enone, Incorporator

6-17-2005
Date

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

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.



George E. Enone, Registered Agent

6-17-2005

Date

2005 JUN 22 P 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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