

AUG-22-2005 12:04

SHUFFIELD LOWMAN

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Florida Department of State
Division of Corporations
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DOMESTICATION

WAYFARER FINANCIAL GROUP, INC.

Certificate of Status	0
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CERTIFICATE OF DOMESTICATION

The undersigned officer of WAYFARER FINANCIAL GROUP, INC., a foreign corporation (the "Corporation") in accordance with Section 607.1801, Florida Statutes, does hereby certify:

1. The date on which the Corporation was first formed was June 11, 2003.
2. The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being was South Carolina.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was WAYFARER FINANCIAL GROUP, INC.
4. The name of the Corporation, as set forth in its articles of incorporation, to be filed pursuant to Section 607.0202 and 607.0401 with this Certificate is WAYFARER FINANCIAL GROUP, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was South Carolina.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to Section 607.1801.

I am the President of the Corporation and am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this 22 day of August, 2005.


James R. Sharpe, President

**ARTICLES OF INCORPORATION
OF
WAYFARER FINANCIAL GROUP, INC.**

THE UNDERSIGNED, acting as sole incorporator of WAYFARER FINANCIAL GROUP, INC. under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is WAYFARER FINANCIAL GROUP, INC.

**ARTICLE II
SHARES**

The number of shares which the corporation shall have authority to issue is Two Hundred Million (200,000,000) consisting of a single class of common stock, par value \$0.001 per share.

**ARTICLE III
COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation commenced its existence in the State of South Carolina on June 11, 2003.

**ARTICLE IV
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is as follows:

215 North Westmonte Drive
Altamonte Springs, FL 32714

The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE V
MAILING ADDRESS**

The mailing address of the corporation is as follows:

215 North Westmonte Drive
Altamonte Springs, FL 32714

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the corporation and the initial Registered Agent at such address are as follows:

Alex H. Hamrick, Esquire
Shuffield, Lowman & Wilson, P.A.
1000 Legion Place, Suite 1700
Orlando, Florida 32801

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the current Board of Directors of the corporation is three (3). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as initial Director(s) until the next annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify are as follows:

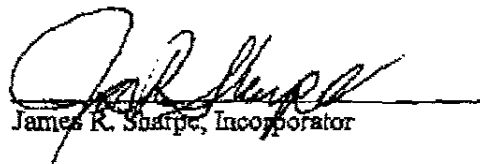
James R. Sharpe	Roger W. Conner	Wayne Humphrey
215 N Westmonte Dr	215 N Westmonte Dr	215 N Westmonte Dr
Altamonte Springs, FL 32714	Altamonte Springs, FL 32714	Altamonte Springs, FL 32714

ARTICLE VIII
INCORPORATOR

The name and address of the sole incorporator of the corporation are as follows:

Alex H. Hamrick, Esquire
1000 Legion Place, Suite 1700
Orlando, FL 32801

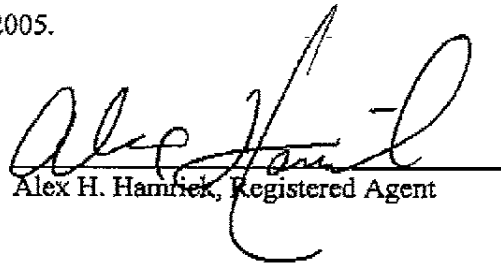
IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 22 day of August, 2005.


James R. Sharpe, Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED this 20 day of August, 2005.


Alex H. Hamrick, Registered Agent

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