

**Electronic Articles of Incorporation
For**

P10000001160
FILED
January 05, 2010
Sec. Of State
dwhite

PATHWISE GROUP, 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:

PATHWISE GROUP, INC.

Article II

The principal place of business address:

3171 JASMINE DRIVE
DELRAY BEACH, FL. US 33483

The mailing address of the corporation is:

3171 JASMINE DRIVE
DELRAY BEACH, FL. US 33483

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

Article V

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

MARY ELLEN MITCHELL
3171 JASMINE DRIVE
DELRAY BEACH, FL. 33483

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

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Registered Agent Signature: MARY ELLEN MITCHELL

Article VI

The name and address of the incorporator is:

MARY ELLEN MITCHELL
3171 JASMINE DRIVE

DELRAY BEACH, FL 33483

Incorporator Signature: MARY ELLEN MITCHELL

Article VII

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

Title: P
MARY ELLEN MITCHELL
3171 JASMINE DRIVE
DELRAY BEACH, FL. 33483 US

Title: SEC
MARY ELLEN MITCHELL
3171 JASMINE DRIVE
DELRAY BEACH, FL. 33483 US

Article VIII

The effective date for this corporation shall be:

01/05/2010