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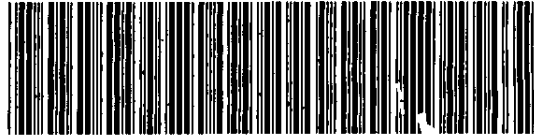
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-20-10
203

COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Monarch Financial Services Group, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Jeffrey R. Pegler, Esq. Block Block + Pegler
Name (Printed or typed)

21 Royal Palm Pointe, Suite 100
Address

Vero Beach, Florida 32960
City, State & Zip

(772) 794-1918
Daytime Telephone number

J Pegler @ blocklaw.org
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF MONARCH FINANCIAL SERVICES GROUP, INC.**

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2008 APR 16 P 1:20
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

The name of the corporation shall be: **MONARCH FINANCIAL SERVICES GROUP, INC.**

ARTICLE II

The general nature of the business and the objectives and purposes proposed to be transacted and carried on are: graphic design and to do any and all things herein mentioned, as fully, and to the same extent as natural persons might or could do, and all related activities, to have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced, to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated, to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets, to lend money to and use its credit to assist its officers and employees in accordance with Florida Statutes, to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations or other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof, to make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income, to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested, to conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state, to elect or appoint officers and agents of the corporation and

define their duties and fix their compensation. To make and alter Bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation, to make donations for the public welfare or for charitable, scientific or educational purposes, to transact any lawful business which the board of directors shall find will be in aid of governmental policy, to pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plan for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries, to be a promoter, incorporator, partner, members, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise, to have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE III

The amount of capital stock authorized for the corporation is a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, and which shall be issued as fully paid and nonassessable. The stock of this corporation shall be assigned, issued and transferred only in accordance with such Bylaws as the corporation shall from time to time make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the company.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series, as to that which such shareholder already holds, shall have the right to purchase the shareholder's pro rata share thereof (as nearly as may be done without issuance of a fractional share) at the price at which it is offered to other.

ARTICLE V

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VI

The street address of the initial registered office of the corporation is 21 Royal Palm Pointe, Suite 100, Vero Beach, Florida 32960 and the name of the initial registered agent of the

corporation at that address is Jeffrey R. Pegler, Esquire. The principal place of business of the corporation is to be 1515 Indian River Blvd. A222 Vero Beach, FL 32960, with the privilege of having branch offices at other places within or without the State of Florida as may be designated.

ARTICLE VII

The names and addresses of the officers of this corporation who shall hold office for the first year or until their successors are chosen and have qualified are as follows:

NAME AND ADDRESS

OFFICE

LAWRENCE FISHER
1515 Indian River Blvd. A222
Vero Beach, FL 32960

PRESIDENT/TREASURER

ARTICLE VIII

The business of the corporation shall be managed and its corporate powers exercised by a Board of Directors of not less than one (1) nor more than three (3) directors, who shall be of full age and at least one shall be a citizen of the United States. The directors need not be stockholders. The names and addresses of each member of the first Board of Directors are as follows:

NAME

ADDRESS

LAWRENCE FISHER

1515 Indian River Blvd. A222
Vero Beach, FL 32960

ARTICLE IX

The name and street address of the incorporator of these Articles of Incorporation is LAWRENCE FISHER, 1515 Indian River Blvd. A222 Vero Beach, FL 32960.

ARTICLE X

In furtherance and not in limitation of the powers conferred by the laws of the State of

Florida, the Board of Directors is expressly authorized:

To make and alter the Bylaws of this corporation;

To fix the amount to be reserved as working capital over and above the paid-in capital stock of this corporation;

To borrow money for the use of the corporation and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation;

If the Bylaws so provide, to designate two or more of its number to constitute an Executive Committee, which Committee shall, for the time being, as provided in said resolution or Bylaws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation may in its Bylaws confer power upon its directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by statute.

ARTICLE XI

In case of loss or destruction of a certificate of stock, no new certificate shall be issued in lieu thereof, except upon satisfactory proof to the Board of Directors of such loss or destruction and upon the giving of satisfactory security by bond or otherwise against loss to the corporation. Any such new certificate shall be plainly marked "duplicate" upon its face.

ARTICLE XII

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are in, or is a director or officer, or are directors or officers of, such other corporation, and any director or directors individually or jointly may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or person, firm or corporation, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to, or interest in, such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and

each and every person who may become a director of this corporation is hereby contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XIII

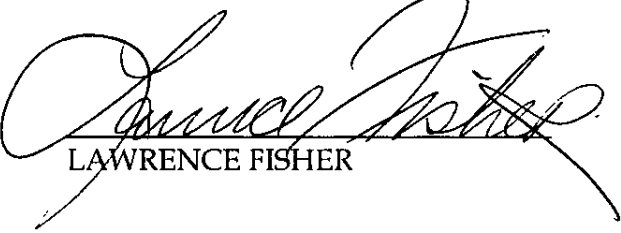
The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

- A. Any limitation or restraint upon the transferability, alienation or assignment of stock;
- B. Any limitation or restraint upon the encumbrance or pledge of stock;
- C. Any agreements conferring preemptive right of purchase upon stockholders as conditions precedent to the sale of any stock;
- D. Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and
- E. Any and all such other agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by Bylaws of the corporation.

ARTICLE XIV

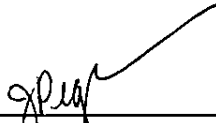
The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred herein upon stockholders, directors, and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of April, 2010.


LAWRENCE FISHER

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept process for the corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Jeffrey B. Pegler, Esquire
Registered Agent
Date: April 15th, 2010

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2010 APR 16 P 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**BYLAWS
OF
MONARCH FINANCIAL SERVICES GROUP, INC.**

**ARTICLE I
MEETINGS OF SHAREHOLDERS**

Section 1. Annual Meeting. The annual meeting of the shareholders of this corporation shall be held sometime during, but before the end of the month of of each year, or at such other time and place designated by the Board of Directors of the corporation.

Section 2. Special Meetings. Special meetings of the shareholders shall be held when directed by the President or the Board of Directors, or when requested in writing by the holders of not less than ten percent (10%) of all the shares entitled to vote at the meeting. A meeting requested by shareholders shall be called for a date not less than 10, nor more than 60 days after the request is made, unless the shareholders requesting the meeting designate a later date. The call for the meeting shall be issued by the Secretary, unless the President, Board of Directors, or shareholders requesting the meeting shall designate another person to do so.

Section 3. Place. Meeting of shareholders shall be held at the principal place of business of the corporation or at such other place as may be designated by the Board of Directors.

Section 4. Notice. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered no less than 10, nor more than 60 days, before the meeting, either personally or by first class mail, by or at the direction of the President, the Secretary or the officer or persons calling the meeting to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the

United States mail addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

Section 5. Notice of Adjourned Meeting. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned is announced at the meeting at which the adjournment is taken and, at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. If, however, after the adjournment, the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given, as provided in this Article, to each shareholder of record on the new record date entitled to vote at such meeting.

Section 6. Shareholder Quorum and Voting. A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders unless otherwise provided by law.

Section 7. Voting of Shares. Each outstanding share shall be entitled to one vote on each matter submitted to vote at a meeting of shareholders.

Section 8. Proxies. A shareholder may vote either in person or by proxy executed in writing by the shareholder or his duly authorized attorney-in-fact. No proxy shall be valid after the duration of 11 months from the date thereof, unless otherwise provided in the proxy.

Section 9. Action by Shareholders Without a Meeting. Any action required by law, these Bylaws, or the Articles of Incorporation of this corporation to be taken at any annual or special meeting of shareholders, or any action which may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a

meeting at which all shares entitled to vote thereon were present and voted, as is provided by law.

ARTICLE II

DIRECTORS

Section 1. Function. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

Section 2. Qualification. Directors need not be residents of this state and shareholders of this corporation.

Section 3. Compensation. Shareholders shall have the authority to fix the compensation of directors.

Section 4. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 5. Number. This corporation shall have not less than one (1) nor more than three (3) directors.

Section 6. Election and Term. Each person named in the Articles of Incorporation as a member of the initial Board of Directors shall hold office until the first annual meeting of shareholders, and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal from office or death.

At the first annual meeting of shareholders, and at each annual meeting thereafter, the shareholders shall elect directors to hold office until the next succeeding annual meeting. Each director shall hold office for a term for which he or she is elected and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal from office or death.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by

the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders.

Section 8. Removal of Directors. At a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

Section 9. Quorum and Voting. A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 10. Executive and Other Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate, from among its members, an executive committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors, except as is provided by law.

Section 11. Place of Meeting. Regular and special meetings of the Board of Directors shall be held either within or without the State of Florida.

Section 12. Time, Notice and Call of Meetings. Regular meetings of the Board of Directors shall be held without notice immediately following the annual meeting of the shareholders of the corporation. Written notice of the time and place of special meetings of the Board of Directors shall be given to each director, by either personal delivery, telegram or cablegram, at least two days before the meeting or by notice mailed to the director at least five (5) days before the meeting.

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice, either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it

has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meetings.

A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting is announced at the time of the adjournment, to the other directors.

Meetings of the Board of Directors may be called by the Chairman of the Board, by the President of the corporation or by any two directors.

Members of the Board of Directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 13. Action Without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, or a committee thereof, may be taken without a meeting if a consent, in writing, setting forth the action so to be taken, signed by all the directors, or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board or of the committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE III

OFFICERS

Section 1. Officers. The officers of this corporation shall consist of a President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers and agents as may be deemed necessary may be elected

or appointed by the Board of Directors from time to time. Any two or more offices may be held by the same person.

Section 2. Duties. The officers of this corporation shall have the following duties:

The President shall be the chief executive officer of the corporation, shall have general and active management of the business and affairs of the corporation, subject to the directions of the Board of Directors, and shall preside at all meetings of the shareholders and Board of Directors.

The Secretary shall have custody of and maintain all of the corporate records, except the financial records; shall record the minutes of all meetings of the shareholders and Board of Directors, send all notices of all meetings and perform such other duties as may be prescribed by the Board of Directors or the President.

The Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of shareholders and, whenever else required by the Board of Directors or the President, shall perform such other duties as may be prescribed by the Board of Directors or the President.

Section 3. Removal of Officers. An officer or agent elected or appointed by the Board of Directors may be removed by the board whenever, in its judgment, the best interests of the corporation will be served thereby.

Any vacancy in any office may be filled by the Board of Directors.

ARTICLE IV

STOCK CERTIFICATES

Section 1. Issuance. Every holder of shares in this corporation shall be entitled to have a certificate representing all shares to which he or she is entitled. No certificate shall be issued for any share until such share is fully paid.

Section 2. Form. Certificates representing shares in this corporation shall be signed by the President or Vice President and the Secretary or an Assistant Secretary and may be sealed with the seal of this corporation or facsimile thereof.

Section 3. Transfer of Stock. The corporation shall register a stock certificate presented to it for transfer if the certificate is properly endorsed by the holder of record or by his or her duly authorized attorney.

Section 4. Lost, Stolen or Destroyed Certificates. If the shareholder shall claim to have lost or destroyed a certificate of shares issued by the corporation, a new certificate shall be issued upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed; and, at the discretion of the Board of Directors, upon the deposit of a bond or other indemnity in such amount and with such sureties, if any, as the board may reasonably require.

ARTICLE V

BOOKS AND RECORDS

Section 1. Books and Records. This corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its shareholders, Board of Directors and committees of directors.

This corporation shall keep, at its registered office or principal place of business, a record of its shareholders, giving the names and addresses of all shareholders and the number of the shares held by each.

Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 2. Shareholders' Inspection Rights. Any person who shall have been a holder of record of shares or of voting trust certificates thereof at least six (6) months immediately preceding his or her demand, or shall be the holder of record of, or the holder of record of voting trust certificates for at least five percent (5%) of the outstanding shares of the corporation, upon written demand stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purposes, its relevant books and records of accounts, minutes and records of shareholders and to make extracts therefrom.

Section 3. Financial Information. Not later than four (4) months after the close of each fiscal year, this corporation shall prepare a balance sheet showing, in reasonable detail, the financial condition of the corporation as of the close of its fiscal year, and a profit and loss statement showing the results of the operations of the corporation during its fiscal year.

Upon written request of any shareholder or holder of voting trust certificates for shares of the corporation, the corporation shall mail to each shareholder, or holder of voting trust certificates, a copy of the most recent such balance sheet and profit and loss statement.

The balance sheets and profit and loss statements shall be filed in the registered office of the corporation in this state, shall be kept for at least five (5) years, and shall be subject to inspection during business hours by any shareholder, or holder of voting trust certificates, in person or by agent.

ARTICLE VI

DIVIDENDS

The Board of Directors of this corporation may, from time to time, declare and the corporation may pay dividends on its shares in cash, property or its own shares, except when the corporation is insolvent or when the payment thereof would render the corporation insolvent, subject to the provisions of the Florida Statutes.

ARTICLE VII
CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be in circular form.

ARTICLE VIII
AMENDMENT

These Bylaws may be altered, amended or repealed, and new bylaws may be adopted, by either the Board of Directors or the shareholders, but the Board of Directors may not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically prescribe in such bylaw that it shall not be altered, amended or repealed by the directors.

ARTICLE IX
FISCAL YEAR

The Fiscal Year of this Corporation shall be determined by the Board of Directors.


ARTICLE X
STOCK TRANSFERS

In all cases of a stockholder desiring to sell and transfer his or her shares of stock in said corporation, the said stock must first be offered to the corporation; and, if declined by said corporation, must then be offered to the other stockholders; and, if then declined, may be offered to other persons, however, all potential stockholders of this corporation must first have the approval of all of the stockholders.

In all cases of a stockholder selling and transferring his or her shares of stock in said corporation, the proper and necessary action will be taken by the corporation to change the name of said corporation to eliminate or omit all reference to the name of the former stockholder therefrom. Proof of such action will be furnished to said former stockholder.

CERTIFICATE OF ADOPTION

We, the undersigned, certify the foregoing Bylaws were adopted as the Bylaws of **MONARCH FINANCIAL SERVICES GROUP, INC.** at the first meeting of stockholders of the corporation held April 15th, 2010.


BY: LAWRENCE FISHER
Its: President/Treasurer

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2010 APR 16 P 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA