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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
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FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770
(((H260000000623))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: THE ASPEN GROUP CO., INC.
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ASPEN FINANCIAL, INC.

(NAME OF CORPORATION IN FULL)

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON COMPETENT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION IS

ASPEN FINANCIAL, INC.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS AS FOLLOWS: TO CONDUCT BUSINESS IN, HAVE ONE OR MORE OFFICES IN, AND BUY, HOLD, SELL, CONVEY, LEASE OR OTHERWISE DISPOSE OF PERSONAL AND REAL PROPERTY, INCLUDING FRANCHISES, TRADEMARKS, PATENTS, COPYRIGHTS, LICENSES, IN THE STATE OF FLORIDA AND OTHER STATES AND COUNTRIES.

TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL AND PLEDGE BONDS, DEBENTURES, NOTES AND OTHER EVIDENCES OF INDEBTEDNESS, AND EXECUTE SUCH MORTGAGES, TRANSFERS OF CORPORATE PROPERTY, OF OTHER INSTRUMENTS, TO SECURE THE PAYMENT OF CORPORATE INDEBTEDNESS AS REQUIRED.

TO PURCHASE THE CORPORATE ASSETS OF ANY CORPORATION AND ENGAGE IN THE SAME OR OTHER CHARACTER OF BUSINESS.

TO GUARANTEE, PURCHASE, ENDORSE, PLEDGE, ACQUIRE OR DISPOSE OF THE SHARES OF CAPITAL STOCK OF, OR ANY BONDS, SECURITIES OR OTHER EVIDENCES OF DEBTNESS, CREATED BY ANY GOVERNMENT, AND WHILE OWNER OF SUCH STOCK, EXERCISE ALL OF THE RIGHTS, POWER AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE SUCH STOCK.

SPECIFIC TYPE OF BUSINESS:

TO OPERATE IN THE INDUSTRY OF FINANCIAL AND MARKETING SERVICES AND ANY OTHER SIDELINE THAT THE BOARD OF DIRECTORS MAY APPROVE FROM TIME TO TIME.

PREPARED BY: OTHEL TURNER & COMPANY, ACCOUNTANT
3741 W BROWARD BLVD #201
PLANTATION, FL 33312
305-583-2205

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ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK OF THIS CORPORATION AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS FIVE HUNDRED (500) COMMON STOCK, WITH A \$1.00 PAR VALUE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE \$1.00.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS FIVE HUNDRED DOLLARS (500.00).

ARTICLE V

THE TERMS OF EXISTENCE OF THIS CORPORATION IS TO BE PERPETUAL.

ARTICLE VI

THE CORPORATION SHALL HAVE TWO (2) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE STOCKHOLDERS.

ARTICLE VII

THE INITIAL POST OFFICE ADDRESS OF THIS CORPORATION IS
433 PLAZA REAL, SUITE 275
BOCA RATON, FL 33432
COUNTY OF FLORIDA. THE BOARD OF DIRECTORS, FROM TIME TO TIME,
MAY MOVE THE PRINCIPLE OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

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ARTICLE VIII

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE:

KEVIN HESSEY _____ PRESIDENT

148 KEY LANE _____

JUPITER, FL 33477 _____

RONALD ALARCON _____

V-PRESIDENT

20324 HACIENDA COURT _____

BOCA RATON, FL 33498 _____

RONALD ALARCON _____

SECRETARY

20324 HACIENDA COURT _____

BOCA RATON, FL 33498 _____

JOHN MCCARTHEY _____

TREASURER

725 HUMMINGBIRD WAY #208 _____

N PALM BCH, FL 33048 _____

ARTICLE IX

THE DIRECTORS OF THIS ARTICLE SHALL BE THE SUBSCRIBERS, AND ANY OTHER SUCH PERSONS AS MAY FROM TIME TO TIME BE ELECTED TO MEMBERSHIP BY THE DIRECTORS OF THE CORPORATION.

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ARTICLE X

THE NAMES AND POST OFFICE ADDRESSES OF EACH OF THREE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION, THE NUMBER OF SHARES OF STOCK EACH AGREES TO TAKE AND THE VALUE OF CONSIDERATION THEREFORE (THE SUM OF WHICH VALUES IS NOT LESS THAN THE AMOUNT OF THE INITIAL CAPITAL SPECIFIED IN ARTICLE IV) ARE:

	SHARES	AMOUNT
KEVIN HEESSE 146 KEY LANE JUPITER, FL 33477	150	\$150.00
RONALD ALARCON 20324 HACIENDA COURT BOCA RATON, FL 33498	250	\$250.00
JOHN McCARTHEY 725 HUMMINGBIRD WAY #200 N PALM BCH FL 33408	100	\$100.00

ARTICLE XI

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

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(OFFICER'S SIGNATURES)

Kevin Hessek
(SIGNATURE)

R. H. Alarcon
(SIGNATURE)

John McCarthy
(SIGNATURE)

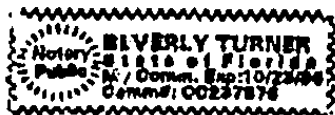
(SIGNATURE)

STATE OF FLORIDA)
COUNTY OF BROWARD)SS

BEFORE ME, THE UNDERSIGNED AUTHORITY, DULY AUTHORIZED TO TAKE
OATHS AND RECEIVE ACKNOWLEDGEMENTS, PERSONALLY APPEARED
KEVIN HESSEK & RONALD ALARCON & JOHN MCCARTHEY TO ME THE
PERSON(S) DESCRIBED AS SUBSCRIBER(S) IN THE WHO EXECUTED THE
FOREGOING ARTICLES OF INCORPORATION.

WITNESS MY HAND AND SEAL THIS 16th DAY OF January, 1995

Beverly Turner
AT LARGE MY COMMISSION EXPIRES: NOTARY PUBLIC, STATE OF FLORIDA



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CERTIFICATE DESIGNATING PLACE OF DOMICILE OR BUSINESS OF SERVICE OF PROCESS IN THE STATE OF FLORIDA AND DESIGNATION OF RESIDENT AGENT FOR SERVICE OF PROCESS.

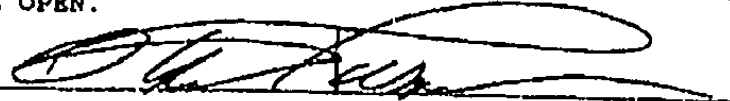
IN PURSUANCE OF F. S. 48.091, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

THAT DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH THE FOLLOWING PERSON DESIGNATED AS AGENT TO ACCEPT SERVICE OF PROCESS. OTHEL TURNER ADDRESS: 3741 W. BROWARD BLVD, SUITE 201, FORT LAUDERDALE, FLORIDA 33312

ACKNOWLEDGEMENT

HAVING BEEN NAMED BY THE ABOVE CORPORATION TO ACCEPT SERVICE OF PROCESS DESIGNATED IN THE ABOVE CERTIFICATE, I HEREBY AGREE TO ACT IN SAID CAPACITY AND TO COMPLY WITH THE PROVISIONS OF KEEPING SAID OFFICE OPEN.

BY



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