

KYLE ANN FAULKNER
Attorney at Law
432 Thanington Close
Palm Harbor, Florida 34683
(813) 789-9510

P95000007511

January 23, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

*Call when
money is
received*

Re: Incorporation of FAULKNER FINANCIAL, INC.

800001394598
-01/31/95--0110--011
****122.50 ****122.00

Dear Sirs:

Please find enclosed for filing the original Articles of Incorporation for FAULKNER FINANCIAL, INC., as well as a money order in the amount of \$122.50 for the filing fees.

If you have any questions or need additional information, please call.

Otherwise, I await receipt from you of the certified copy of the filed Articles.

Sincerely,

800001394598
-01/31/95--0110--011
****122.50 ****122.50

Kyle Ann Faulkner
KYLE ANN FAULKNER

KAF/ggh

*Call & left
message on
Recorder that
this had been
filed. BR 1/30/95*

B. REGISTER JAN 26 1995

*W95-1866
688, 671*

FILED
95 JAN 27 PM 4:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 26, 1995

KYLE ANN FAULKNER, ESQUIRE
432 THANINGTON CLOSE
PALM HARBOR, FL 34683

SUBJECT: FAULKNER FINANCIAL, INC.
Ref. Number: W95000001866

We have received your document for FAULKNER FINANCIAL, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 895A00003351

KYLE ANN FAULKNER
Attorney at Law
432 Thanington Close
Palm Harbor, Florida 34683
(813) 789-9510

January 24, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of FAULKNER FINANCIAL, INC.

Dear Sirs:

Please find enclosed a money order in the amount of \$122.50 which represents the filing charges for the Articles of Incorporation for the above corporation. The Articles were sent to you yesterday, but by my oversight this payment was not included with them.

I would appreciate your assistance in locating the Articles and processing them with this payment. Of course, if you have any questions or need additional information, please call.

I thank you for your personal attention in this matter.

Sincerely,



KYLE ANN FAULKNER

KAF/ggh

ARTICLES OF INCORPORATION
OF
FAULKNER FINANCIAL, INC.

FILED
95 JAN 27 PM 4:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, does hereby form a For-Profit Corporation under the laws of the State of Florida.

ARTICLE I - NAME. The name of the Corporation is
FAULKNER FINANCIAL, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS. The street and mailing address of the principal place of business of the Corporation is: Clearwater Centre, 1100 Cleveland Street, Suite 915, Clearwater, Florida 34615.

ARTICLE III - PURPOSES AND POWERS. The Corporation is organized for any lawful purpose or purposes whatsoever and shall have all of the powers conferred by Florida law upon corporations formed under the Florida Business Corporation Act and any acts amendatory thereto.

ARTICLE IV - CAPITAL STOCK. The maximum number of shares of stock which the Corporation is authorized to issue is One Hundred (100) shares of capital stock having a par value of Five Dollars (\$5.00) each, all of which shall have the same rights and privileges.

ARTICLE V - PREEMPTIVE RIGHTS. The Shareholders of the Corporation shall be entitled to purchase ratably according to their respective holdings any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT. The street address of the initial registered office of the Corporation is: Clearwater Centre, 1100 Cleveland Street, Suite 915, Clearwater, Florida 34615, and the name of the initial registered agent is: James-Nicholas P. Faulkner. The Corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town in this State or any other State or Country, as may be approved by the Board of Directors.

ARTICLE VII - INITIAL BOARD OF DIRECTORS. The Corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by the

Kyle Ann Faulkner
432 Thanington Close
Palm Harbor, FL 34683
(813)789-9510; Florida Bar No. 710318

Bylaws, but shall never be less than one. The name and address of the initial Director of the Corporation is:

James-Nicholas P. Faulkner
432 Thanington Close
Palm Harbor, Florida 34683.

ARTICLE VIII - INDEMNIFICATION. The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE IX - INCORPORATOR. The name and address of the person signing these Articles of Incorporation is:

James-Nicholas P. Faulkner
432 Thanington Close
Palm Harbor, Florida 34683.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation of FAULKNER FINANCIAL, INC., this 23 day of January, 1995.

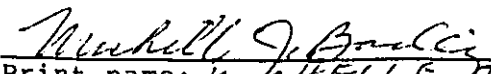

James-Nicholas P. Faulkner

STATE OF FLORIDA

COUNTY OF PINELLAS

23 The foregoing instrument was acknowledged before me this day of January, 1995, by JAMES-NICHOLAS P. FAULKNER, who is personally known to me or who produced FDL F425-435-71-176-0 as identification and who did (did not) take an oath.

Michelle J. Bailey
Notary Public, State of Florida
Commission No. CC 318599
My Commission Expires 10/29/97
Issued Through Fla. Notary Service & Bonding Co.


Print name: MICHELLE J. BAILEY
#318599
Title: NOTARY PUBLIC
Commission Number: 10-29-97
#318599

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for FAULKNER FINANCIAL, INC., a Florida corporation. I am familiar with, and accept, the obligations of the position of Registered Agent.

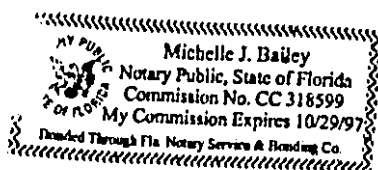
IN WITNESS WHEREOF, the undersigned Registered Agent
has executed this Acceptance of Designation of Registered
Agent this 23 day of January, 1995.

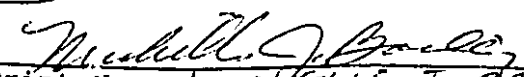

James-Nicholas P. Faulkner

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this
23 day of January, 1995, by JAMES-NICHOLAS P. FAULKNER, who
is personally known to me or who produced FDL F.425-435-71-178-0
as identification and who did (did not) take an oath.




Print Name: MICHELLE J. BAILEY
#318599
Title: NOTARY PUBLIC
Commission Number: 318599
exp. 10-29-97

FILED
95 JAN 27 PM 4:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

P95000007511

FAULKNER FINANCIAL, INC.
432 Thanington Close
Palm Harbor, Florida 34683
(813) 789-9510

March 27, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Mailing Address
FAULKNER FINANCIAL, INC.
Document Number P95000007511

Dear Sirs:

This is to inform you of the new MAILING address for the above Florida corporation (the above address is still the address of the principal place of business of the corporation).


The new MAILING address is:

Post Office Box 462
Palm Harbor, Florida 34682-0462.

All other information remains the same.

Of course, if you have any questions or need additional information, please contact me.

Sincerely,


JAMES-NICHOLAS P. FAULKNER
President/Registered Agent

Wpd 3/29/96

FAULKNER FINANCIAL, INC.
432 Thanington Close
Palm Harbor, Florida 34683
(813) 789-9510

P95000 007511

March 8, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Change of Address
FAULKNER FINANCIAL, INC.
Document Number P95000007511 PNB

Dear Sirs:

Pursuant to our telephone conversation of today's date, this is to advise of and confirm the change of address for the above Florida corporation, as well as for its Resident Agent.

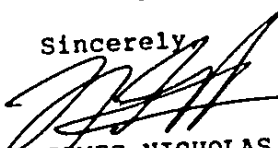
The NEW address for the principal place of business of this corporation and for the Registered Agent is:

432 Thanington Close
Palm Harbor, Florida 34683.

All other information remains the same.

Of course, if you have any questions or need additional information, please contact me. Otherwise, please stamp the enclosed copy of this letter to show your receipt and acknowledgement of this written notification and return it to me in the enclosed envelope.

Sincerely,


JAMES-NICHOLAS P. FAULKNER
President/Registered Agent

SG
3-12-96