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Richard H. Langley & Associates

ATTORNEYS AND COUNSELLORS AT LAW
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P.O. BOX 120188
CLERMONT, FLORIDA 34712-0188

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LEGAL ASSISTANT

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TALLAHASSEE, FLORIDA

February 23, 1995

Secretary of State
Corporate Division
The Capital
Tallahassee, Florida 32304

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-02/28/95--01013--005
****122.50 ****122.50

Re: LANGLEY FINANCIAL GROUP, INC.


Dear Sir:

Enclosed herewith please find for filing:

1. Articles of Incorporation, re: the above, original and one copy.
2. Resident's Agent form, duly executed.
4. Check in the amount of \$122.50 for filing fee.

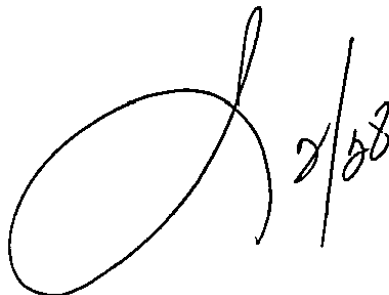
If the enclosed meets with your approval, please register this corporation and return the certified copy of the Articles to me at your earliest convenience.

Truly yours,


RICHARD H. LANGLEY

RHL/asr

Enclosures:

 2/28

5/3/1

ARTICLES OF INCORPORATION
OF
LANGLEY FINANCIAL GROUP, INC.

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KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, have to this day voluntarily associated ourselves together for the purpose of forming a corporation under the Laws of the State of Florida, and to that end, do hereby adopt Articles of Incorporation, as follows:

ARTICLE I.

The name of the proposed corporation shall be LANGLEY FINANCIAL GROUP, INC.

ARTICLE II.

The general nature of the business to be transacted by said corporation, and the purpose and purposes for which and for any of which this corporation is formed, or to do any and all of the things allowed by the Statutes of the State of Florida, as well as those herein set forth, to the same extent, as natural persons might or could, to-wit:

TO DO ANY AND ALL THINGS ALLOWED BY THE STATUTES OF THE STATE OF FLORIDA.

ARTICLE III.

The capitol stock of this corporation shall consist of:

ONE HUNDRED SHARES (100) of common \$10.00 par value stock. All stock shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Directors.

In case a stockholder desires to sell his share of stock, he must offer them for sale to the remaining stockholders at a figure to be determined by appraisal by arbitrators to be selected in the manner provided for in, and subject to, the transfer restrictions contained in the By-Laws of the corporation.

ARTICLE IV.

The amount of the capital with which this corporation shall begin is more than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V.

This corporation is to have perpetual existence in the State of Florida.

ARTICLE VI.

The initial post office address of this corporation in the State of Florida is: 1805 E. WOODWARD ST., ORLANDO, FLA. 32803; The Board of Directors may from time to time move the principal office to any other address in Florida.

RICHARD H.

LANGLEY

SECRETARY

BY _____

WITNESSES

BY _____

NOTARY PUBLIC

ARTICLE VII.

This corporation shall have one director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by stockholders.

ARTICLE VIII.

The names and addresses of the members of the first Board of Directors are:

NAMES:	ADDRESSES:
RICHARD H. LANGLEY, JR.	912 N. CROFT AVE. #106, L.A., CA. 90065

ARTICLES IX.

The names and post office addresses of the subscribers to these Articles of Incorporation, and the number of shares taken, are as follows:

NAMES:	ADDRESSES:
RICHARD H. LANGLEY, JR. (100 SHARES)	912 N. CROFT AVE. #106, L.A., CA. 90065

ARTICLE X.

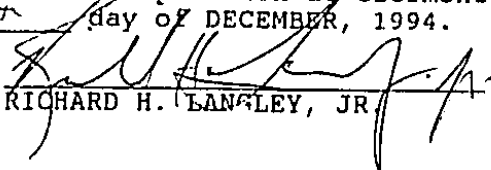
The initial officers of this corporation shall be:

NAMES:	ADDRESSES:
RICHARD H. LANGLEY, JR. PRESIDENT	912 N. CROFT AVE. #106, L.A., CA. 90065

ARTICLE XI.

These Article 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 threequarters majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation.

IN WITNESS WHEREOF, the under-signed have made and subscribed these Articles of Incorporation at Clermont, Lake County, Florida, this 25th day of DECEMBER, 1994.

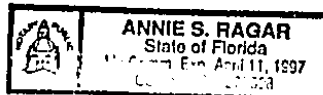

RICHARD H. LANGLEY, JR.

STATE OF FLORIDA
COUNTY OF LAKE

SUBSCRIBED AND SWORN before me this 25 day of DECEMBER, 1994.

NOTARY PUBLIC
MY COMMISSION EXPIRES:
(SEAL)

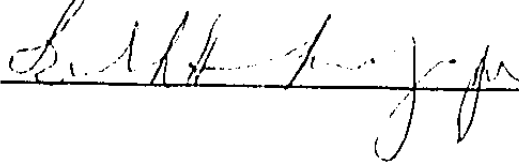
FILED IN 1994
LANGLEY
ATTORNEY AT LAW
STATE OF FLORIDA
CLERMONT, FLORIDA 34711
PHONE 352-338-4777



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, the following is submitted:

THAT LANGLEY FINANCIAL GROUP, INC., desiring to organize or qualify under the LAWS OF THE STATE OF FLORIDA, with its principal place of business at the CITY OF CLERMONT, LAKE COUNTY, FLORIDA, has named RICHARD H. LANGLEY, ESQ., 700 ALMOND STREET, CLERMONT, FLORIDA, as its RESIDENT AGENT to accept service of process within FLORIDA.



DATED: 12-23-94

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


RICHARD H. LANGLEY, ESQ.

DATED: 12-25-94