P95000025643

CARL ANDERSON

(813) 949-62**51** Fax (813) 949-2658

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March 24, 1995

Florida Secretary of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

RE: ECA Enterprises, Inc.

300001441743 -03/28/95--01098--009 ****122.50 ****122.50

Dear Sir/Madam:

Please find enclosed the Articles of Incorporation for the above-referenced corporation for filing. Also enclosed is a check in the amount of \$122.50 in payment of the filing fee, registered agent fee and a certified copy of the Articles of Incorporation. Please return the certified copy to the undersigned.

Thank you for your cooperation in this matter. If you have any questions, please give me a call.

Very truly yours,

Carl Anderson

CA/nm

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FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

ECA ENTERPRISES, INC.

ARTICLE I - NAME

The name of this corporation is ECA Enterprises, Inc. (the "Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 19235 U.S. Highway 41 North, Lutz, FL 33549.

<u>ARTICLE IV - PURPOSE</u>

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 19235 U.S. Highway 41 North, Lutz, FL. The name of the initial registered agent at such address is Carl Anderson.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time in the manner provided in the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Name

Address

Carl Anderson

19235 U.S. Highway 41 North Lutz, FL 33549

ARTICLE VIII - BY-LAWS

The initial By-Laws of this Corporation shall be adopted by the initial director of this Corporation.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by applicable law.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name

Address

Carl Anderson

19235 U.S. Highway 41 North Lutz, FL 33549

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act, as amended from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 24 day of March, 1995.

Carl Anderson Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES

CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 24 DAY OF MARCH, 1995.

By CARL ANDERSON Registered Agent

STATE OF FLORIDA

CARL ANDERSON Registered Agent

STATE OF FLORIDA

The foregoing instrument was acknowledged before me this 24 day of March, 1995 by Carl Anderson who, as Incorporator, executed the foregoing Articles of Incorporation of ECA Enterprises, Inc., a Florida corporation, who is personally known to me or who has produced as identification and who did/did not take an oath on behalf of the corporation.

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My commission expires: Aug. 16, 1996

DIANNA K. KINNEY

Notary Public, State of Florida
My comm. expires Aug. 18, 1996

Comm. No. CC 222238

P9500025643 ECA Enterprises, Inc.

(813) 949-6251 Fax (813) 949-9658

June 9, 1995

Florida Secretary of State Division of Corporations Attn: Amendments 409 E. Gaines Street Tallahassee, FL 32399

RE: ECA Enterprises, Inc.

Dear Sir/Madam:

Please find enclosed the original and one copy of an Amendment to Articles of Incorporation for the above-referenced corporation for filing. Also enclosed is a check in the amount of \$35.00 in payment of the filing fee. Please return one copy of the Amendment date stamped to the undersigned.

Thank you for your cooperation in this matter. If you have any questions, please give me a call.

Very truly yours,

Carl Anderson

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AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

ECA ENTERPRISES, INC.

FILED PH 12: 22
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SECRETARY OF STATE FLORIDA
SECRETARSSEE, FLORIDA

1. ECA Enterprises, Inc. hereby strikes Article I of its Articles of Incorporation and amends it as follows:

ARTICLE 1 - NAME

The name of this corporation is Anderson Financial Services, Inc. (the "Corporation").

The foregoing amendment was adopted by Carl Anderson, as incorporator, on June 1, 1995,
 without shareholder action; said shareholder action not being required.

IN WITNESS WHEREOF, the undersigned has executed this Amendment this 8th day of June, 1995.

Carl Anderson