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LAW OFFICES

S. CRAIG WAKEFIELD

PROFESSIONAL ASSOCIATION

1400 West Oak Street, Suite A

Kissimmee, Florida 34741

S. CRAIG WAKEFIELD •

• Also Admitted Nebraska & Iowa

(407) 846-7113

MAILING ADDRESS

Post Office Box 421408

Kissimmee, Florida 34742-1408

TELECOPIER NUMBER

(407) 846-3585

March 30, 1995

The Secretary of State  
Corporations Division  
P.O. Box 6327  
Tallahassee, Florida 32301

700001446527  
-04/03/95--01111--022  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Financial Resource Systems, Inc.

Dear Sir/Madam:

Enclosed are the original and one (1) copy of the Articles of Incorporation for the above referenced corporation. Please file the original, indicate the filing date on the enclosed copy of the Articles, and return the copy to me.

Also enclosed is check # 2223 in the amount of \$122.50 covering the fees and charges for filing the Articles of Incorporation.

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Very truly yours,

*S. Craig Wakefield*  
S. Craig Wakefield

SCW/jlh

Enclosures

FILED  
APR -3 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FINANCIAL RESOURCE SYSTEMS, INC.

FILED  
05 APR -3 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Financial Resource Systems, Inc. whose address is 1220 Douglas Avenue, Suite 201, Longwood, Florida 32779.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of finance and marketing services and engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 7,500 One Dollar and No/100 (\$1.00) par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation

Articles Of Incorporation Of Financial Resource Systems, Inc.

of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be One. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: Anthony M. Antin, 1220 Douglas Avenue, Suite 201, Longwood, Florida 32779.

#### ARTICLE VIII. OFFICERS

The officers shall consist of a president, secretary and treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officer named herein, comprising the initial officer, shall hold office until the election of officers at the first annual Board of Director's meeting.

The name of the initial officer is:

Office

Name

President  
Secretary  
Treasurer

Anthony M. Antin  
1220 Douglas Avenue,  
Suite 201  
Longwood, Florida

32779

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 1400 W. Oak Street, Suite A, Kissimmee, Florida 34741.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: S. Craig Wakefield.

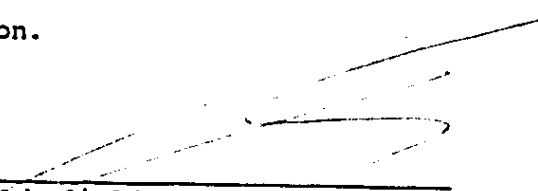
ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: S. Craig Wakefield, 1400 W. Oak Street, Suite A, Kissimmee, Florida 34741.

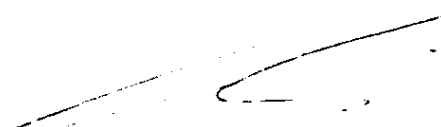
ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in

these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
\_\_\_\_\_  
S. Craig Wakefield - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Financial Resource Systems, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Financial Resource Systems, Inc.

  
\_\_\_\_\_  
S. Craig Wakefield - Registered Agent

State Of Florida  
County Of Osceola

On April 21, 1985, S. Craig Wakefield, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Financial Resource Systems, Inc.

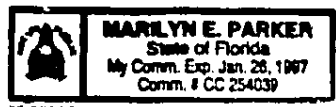
Articles Of Incorporation Of Financial Resource Systems, Inc.

Marilyn E. Parker

Notary Public

MARILYN E. PARKER

(Notary Public - Printed Or Typed Name)



JE PERSONALLY KNOWN BY ME  
C PRODUCED I.D.

Commission Expiration Date & Commission Number:

(SEAL)