

P.95000030248

Business Advisory Group Inc.

1601 Forum Place
Suite 305
West Palm Beach, Florida 33401
(407) 478-6388
Fax (407) 478-7316

April 10, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

0000001455860
-04/13/95--01067--011
*****70.00 *****70.00

Re: RON BAILEY INC.

EFFECTIVE DATE
4-15-95

Dear Sir:

Enclosed herewith please find the Articles of Incorporation for the
above referenced Corporation.

I am also enclosing a check in the amount of \$ 70.00 to cover the
necessary filing fees.

Thank You.

Sincerely Yours,



Michael D. MacDonald
President

MDM/ab

FILED
95 APR 13 PM 3:19
REGISTER APR 18 1995
1. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

*EFFECTIVE DATE
4-15-95*

ARTICLE ONE

The name of the corporation is RON BAILEY INC.

ARTICLE TWO

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is April 15, 1995.

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TALLAHASSEE
SECRETARY OF STATE
FLORIDA

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of mortgage finance consulting.
2. To transact any other lawful business for which a corporation may be formed and allowed to do under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of \$.10 per share.

ARTICLE FIVE

The street address of the initial registered office and the principal office of the corporation is 1745 N. Congress Ave, W. Palm Beach, Florida 33401 and the name of its initial registered agent at such address is Ron B. Bailey. This is also the address of the incorporator. His signature as an incorporator accepts the designation as registered agent.

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

Ron B. Bailey

OF

1745 N. Congress Ave
W. Palm Beach, Florida 33417

ARTICLE SEVEN

The name and address of each incorporator is :

Ron B. Bailey

OF

1745 N. Congress Ave
W. Palm Beach, Florida 33417

ARTICLE EIGHT

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property or leases thereof; or

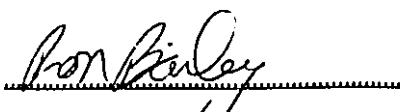
2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE NINE

The affirmative vote of all shares of the corporation represented at a meeting which a quorum is present shall be required to amend these Articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the corporation with or into any other corporation, or sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate or wind up its affairs.

ARTICLE TEN

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



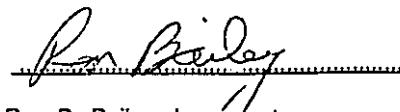
Registered Agent Acceptance

(I) Person I know to me

ARTICLE ELEVEN

The effective date of the corporate existence shall be on April 15, 1995.

Executed by the undersigned at Palm Beach County, Florida on April 10th, 1995.



Ron B. Bailey, Incorporator

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Florida

County of Palm Beach

The foregoing instrument was acknowledged before me this 10th day of April, 1995.

My commissions expires:

Notary Public



NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: Dec. 28, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS