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CYNTHIA J. PFEIFFER, ATTORNEY AT LAW

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LARGO, FLORIDA 34649-2143  
TELEPHONE (813) 447-8486

June 28, 1995

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

RE: Incorporation of P & A Financial Group, Inc. 9500001529189  
-07/03/95--01043--003  
\*\*\*\*122.50 \*\*\*\*122.50

Hello:

Please find enclosed for filing with your office the following:

1. Articles of Incorporation of P & A Financial Group, Inc.
2. Acceptance of Registered agent for P & A Financial Group, Inc., P. David Fair.
3. My check number 3102 in the amount of \$122.50 in payment of the necessary fees for incorporation.

Please return the certified copy and any other papers to my office. If there is any problem please contact me.

Thank you for your assistance.

Very truly yours,

Cynthia J. Pfeiffer

Enclosures as listed

7/10/95  
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ARTICLES OF INCORPORATION  
OF  
F & A FINANCIAL GROUP, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

F & A FINANCIAL GROUP, INC.

The principal place of business of this corporation shall be at 13175 Walsingham Road, Largo, Florida 34644. The mailing address of the corporation shall be 13175 Walsingham Road, Largo, Florida 34644.

ARTICLE II. NATURE OF THE BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$5 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 13175 Walsingham Road, Largo, Florida 34644, and the name of the initial registered agent of the corporation at that address is F. David Fair, who upon accepting this designation agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and accepts the duties and obligations of Section 607.325, Florida Statutes as amended from time to time.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have two directors, initially. The names and street addresses of the initial members of the Board of Directors are:

F. David Fair Director	13175 Walsingham Road Largo, FL 34644
Jan R. Fair Director	13175 Walsingham Road Largo, FL 34644

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or

appointed are:

F. David Fair  
President

13175 Walsingham Road  
Largo, FL 34644

Jan R. Fair  
Secretary/Treasurer

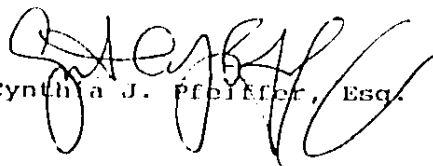
13175 Walsingham Road  
Largo, FL 34644

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Cynthia J. Pfeiffer, Esq.  
1485 Prescott Avenue South  
Clearwater, Florida 34616

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this 23 day of June, 1995.

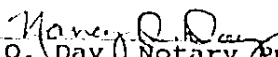
  
Cynthia J. Pfeiffer, Esq.

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing Articles of Incorporation of F & A Financial Group, Inc. were acknowledged before me this 23 day of June, 1995 by Cynthia J. Pfeiffer, Esquire, as Incorporator, a person known to me.

My Commission Expires:

  
Nancy O. Day, Notary Public

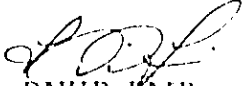


NANCY O DAY  
My Commission CC389620  
Expires Jul. 04, 1998  
Bonded by HAI  
800-422-1555

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for F & A Financial Group, Inc., at the place designated in the Articles of Incorporation, F. DAVID FAIR agrees to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and he accepts the duties and obligations of Section 607.325 Florida Statutes.

Date: 6.28.95

  
F. DAVID FAIR