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July 7, 1995

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

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SUBJECT: MASTER'S FINANCIAL GROUP, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input checked="" type="checkbox"/> \$131.25
Filing Fee	Filing and & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

Additional Copy Required

FROM: Stephen M. Coons
Coons Maddox & Koeller
9100 Keystone Crossing, Suite 440
Indianapolis, Indiana 46240
(317) 574-2046

SHARON L. TALA

JUL 18 1995



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 31, 1995

AUSTIN DONALD NORMAN
501 E. OAK ST.
SUITE F
KISSIMMEE, FL 34744

The name MASTER'S FINANCIAL GROUP, INC. has been reserved for 120 days beginning May 31, 1995. The reservation number is R95000002420 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 595A00027157

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MASTER'S FINANCIAL GROUP, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

501 East Oak Street
Suite F
Kissimmee, Florida 34744

ARTICLE III SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

Section 1. Number of Shares.

The total number of shares which the Corporation has authority to issue is Ten Million (10,000,000) without par value.

Section 2. Designation of Classes.

The total authorized shares of the Corporation shall consist of the following classes and amounts:

- (a) Ten Million (10,000,000) shares of Common Stock.

The Common Stock of the Corporation shall in all respects entitle the holder to the same rights and preferences, and subject the holder to the same qualifications, limitations and restrictions, as all other shareholders of Common Stock.

Section 3. Issuance and Consideration.

The Common Stock may be issued for such an amount of consideration as may be fixed from time to time by the Board of Directors.

Section 4. Voting Rights.

At all times each holder of a share of Common Stock shall be entitled to cast one vote for each share of such stock standing in the shareholder's name on the Corporation's books on matters of the Corporation upon which the shareholder is entitled to vote.

Section 5. Dividends.

The Board of Directors shall have the power to declare and pay dividends on the outstanding shares of Common Stock to the extent permitted by the Act.

Section 6. Dissolution.

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of the shares of Common Stock shall be entitled, after due payment or provision for payment of the debts and other liabilities of the Corporation, to share ratably in the remaining net assets of the Corporation.

Section 7. No Pre-emptive Rights.

Shareholders shall have no pre-emptive rights to subscribe to or purchase any shares of Common Stock or other securities of the Corporation.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

A. Donald Norman
501 East Oak Street, Ste. F
Kissimmee, Florida 34744

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

<u>Name</u>	<u>Address</u>
A. Donald Norman	1778 Lisa Lane Kissimmee, FL 34744
David J. Conley	2209 Polo Club Drive Apartment 304 Kissimmee, FL 34741
G. Wade Urban	1310 Tamarack Cir. #F Florence, KY 41042

Mary Alice Labus

4771 W. Delphi Pike
Marion, IN 46953

Cleveland C. Nelson

30467 Pine Ridge Lane
Brooksville, FL 34602

ARTICLE VI PURPOSES AND POWERS

Section 1. Purposes. The purpose for which the Corporation is formed is to transact any and all lawful business for which corporations may be incorporated under the Act.

Section 2. Powers. Subject to any limitation or restriction imposed by the Florida Business Corporation Act, and other law, or any provisions of these Articles of Incorporation, the Corporation shall have:

- (a) The same capacity to act as possessed by natural persons and to do everything necessary, advisable or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation, and to do all other things incidental thereto or connected therewith which are not forbidden by law;
- (b) The power to carry out the purposes hereinbefore set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of any such state, territory, district or possession of the United States or by any such foreign country; and
- (c) The power to have, exercise and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges and powers granted to corporations by the Florida Business Corporation Act, as now or hereafter amended, and by the common law.

ARTICLE VII PERIOD OF EXISTENCE

The period during which the Corporation shall continue is perpetual.

ARTICLE VIII DIRECTORS

Section 1. Number of Directors. The Board of Directors is composed of three (3) members. The number of directors may be from time to time fixed by the By-Laws of the Corporation at any even number. In the absence of a By-Law fixing the number of directors, the number shall be three (3).

Section 2. Names and Post Office Addresses of the Directors.
The names and post office addresses of the first Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
A. Donald Norman	1778 Lisa Lane Kissimmee, Florida 34744
David J. Conley	2209 Polo Club Drive Apartment 304 Kissimmee, Florida 34741
G. Wade Urban	1310 Tamarack Circle #F Florence, Kentucky 41042

Section 3. Qualifications of Directors (if any).

Directors need not be shareholders of the Corporation.

**ARTICLE IX PROVISIONS FOR REGULATION OF BUSINESS
AND CONDUCT OF AFFAIRS OF CORPORATION**

Section 1. Action by Shareholders. Meetings of the Shareholders of the Corporation shall be held at such place, within or without the State of Florida, as may be specified in the Code of By-Laws of the Corporation or in the respective notices, or waivers of notice, thereof. Any action required or permitted to be taken at any meeting of the Shareholders may be taken without a meeting if, prior to such action, a consent in writing setting forth the action so taken is signed by all the Shareholders entitled to vote with respect thereto, and such written consent is filed with the minutes of the proceedings of the Shareholders.

Section 2. Action by Directors. Meetings of the Board of Directors of the Corporation shall be held at such place, within or without the State of Florida as may be specified in the Code of By-Laws of the Corporation or in the respective notices, or waivers of notice, thereof. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if, prior to such action, a consent in writing setting forth the action so taken is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of such Board or committee.

Section 3. Code of By-Laws. The Board of Directors of the Corporation shall have power, without the assent or vote of the Shareholders, to make, alter, amend or repeal the Code of By-Laws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a

full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Code of By-Laws.

Section 4. Executive Committee. If the Code of By-Laws, for the time being in force, so provides, the Board of Directors may, by resolution adopted by a majority of the actual number of Directors elected and qualified, from time to time, designate two or more of its number to constitute an Executive Committee, which Committee, to the extent provided in the resolution or Code of By-Laws, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation, and shall have power to authorize the execution of, and affixation of the seal of the Corporation to, all papers or documents which may require it.

Section 5. Places of Keeping of Books of Account, etc. Subject to the limitations existing by virtue of the laws of Florida, the books of account, records, documents and papers of the Corporation may be kept at any place or places within or without the State of Florida. The books of account, records, documents and papers of the Corporation shall be kept in its principal office or such other place or places as may from time to time be provided in the Code of By-Laws of the Corporation.

Section 6. Reliance by Directors on Books of Account, etc. Each Director of the Corporation shall be fully protected in relying in good faith upon the books of account of the Corporation or statements prepared by any of its Officers and employees as to the value and amount of the assets, liabilities and net profits of the Corporation, or any of such items, or in relying in good faith upon any other information pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid.

Section 7. Provisions for Working Capital. The Board of Directors of the Corporation shall have power, from time to time, to fix and determine and to vary the amount to be reserved as working capital of the Corporation and, before the payment of any dividends, it may set aside out of the net profits of the Corporation such sum or sums as it may from time to time in its absolute discretion determine to be proper, whether as a reserve fund to meet contingencies or for the equalizing of dividends, or for repairing or maintaining any property of the Corporation, or for an addition to surplus, or for any corporate purposes that the Board of Directors shall think conducive to the best interest of the Corporation, subject only to such limitations as the Code of By-Laws of the Corporation may from time to time impose.

Section 8. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation,

partnership or association of which one or more of its Directors are shareholders, members, directors, officers, or employees, or in which they are interested, or in which the Corporation is a member, shareholder, or otherwise interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction and notwithstanding his or their participation in such action. if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the disinterested Directors present, notwithstanding the fact that such majority of the disinterested Directors present may not constitute a quorum, a majority of the Board of Directors, or a majority of the Directors present at the meeting at which the contract or transaction is considered. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

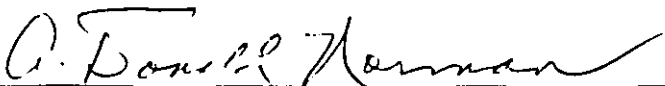
Section 9. Indemnification. The Corporation shall indemnify any person made or threatened to be made a party to any action, suit or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate is or was a Director, member of the Executive Committee, Officer or employee of the Corporation, or of any corporation which he served as such at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be finally adjudged in such action, suit or proceeding that such Director, member of Executive Committee, Officer, or employee is liable for willful misconduct or recklessness in the performance of his corporate duties. The Corporation may also reimburse any such Director, member of the Executive Committee, Officer or employee for any amount paid upon any judgment and the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors not involved in the matter in controversy (whether or not a quorum) that it was in the interest of the Corporation that such payment or settlement be made and that such Director, member of the Executive Committee, Officer or employee was not guilty of willful misconduct or recklessness in the performance of his corporate duties.

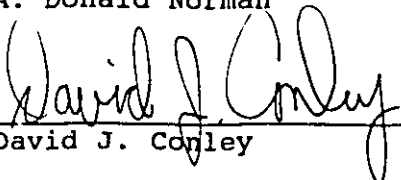
Section 10. Compensation of Directors. The Board of Directors is hereby specifically authorized, in and by the Code of By-Laws of the Corporation, or by resolution duly adopted by such Board, to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

Section 11. Direction of Purposes and Exercise of Powers by Directors. The Board of Directors, subject to any specific limitations or restrictions imposed by the Florida Business Corporation Act or these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation, without previous authorization or subsequent approval by the Shareholders of the Corporation.


Section 12. Amendments of Articles of Incorporation. The Corporation reserves the right to increase or decrease the number of its authorized shares, or any class or series thereof, and to reclassify the same, and to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or in any amendment thereto, or to add any provision to the Articles of Incorporation or to any amendment thereto, in any manner now or hereafter prescribed or permitted by the provisions of the Florida Business Corporation Act or any amendment thereto, or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon Shareholders in the Articles of Incorporation or any amendment hereto are granted subject to this reservation.

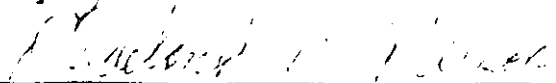
The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 12th day of July, 1995.


A. Donald Norman


David J. Conley


G. Wade Urban


Mary Alice Labus


Cleveland C. Nelson

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MASTER'S FINANCIAL GROUP, INC.
2. The name and address of the registered agent and office is:

A. Donald Norman
501 East Oak Street, Suite F
Kissimmee, Florida 34744

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

A. Donald Norman
(Signature)

7/8/95
(Date)

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