

AMATO, ANDERSON, NICKEL, & WEBER, P.A.
ATTORNEYS AT LAW

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95 JUL 19 PM 3:38
FBI - TAMPA
TAMPA, FL 33601

**ARTICLES OF INCORPORATION
OF
PAUL & PARTNERS FINANCIAL GROUP, INC.**

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The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is **PAUL & PARTNERS FINANCIAL GROUP, INC.** The principal place of business of the corporation is c/o Turner, 18501 Crosswind Avenue, North Fort Myers, Florida 33917. The mailing address of the corporation is c/o Turner, 18501 Crosswind Avenue, North Fort Myers, Florida 33917.

ARTICLE II - Commencement and Duration

The corporation is to commence its corporate existence on the date of filing, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Stated Capital - Classes of Stock

The corporation is authorized to issue 1000 shares of common stock at \$1.00 par value.

ARTICLE V - Special Provisions

The corporation hereby makes the Subchapter S and IRC 1244 elections.

ARTICLE VI - Stock Ownership

In the event stock is held jointly by more than one person or entity, one owner of that jointly-held stock shall be designated as the owner authorized to cast his or her vote.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall initially be managed under the direction of, the board of directors of corporation. There shall be one (1) initial director as follows:

c/o Turner
18501 Crosswind Ave.
N. Fort Myers, FL 33917

The initial officer(s) of the corporation shall be as follows:

The corporation shall indemnify any officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law.

ARTICLE XI - Pre-emptive Rights

The Articles of Incorporation may be amended at any time pursuant to the requirements of F.S. 607.177, et seq., at any regular meeting or at a special meeting called for that purpose.

Gudrun Maria Nickel, P.A. 350 Fifth Avenue South #200
Naples, Florida 33940

The street address of the initial registered office of the corporation is 350 Fifth

Avenue South, #200, Naples, Florida 33940, and the name of the initial registered agent of the corporation at that address is GUDRUN MARIA NICKEL, P.A.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 17th day of July, 1995.

GUDRUN MARIA NICKEL, P.A.

By: [Signature]

GUDRUN M. NICKEL, President

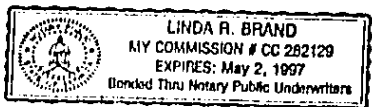
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was subscribed to before me this 17th day of July, 1995, by GUDRUN M. NICKEL, President of GUDRUN MARIA NICKEL, P.A., to me personally known (or-who-produced _____ as identification), who stated under oath that she is the person described in and who executed said instrument for the purposes therein expressed.

My Commission Expires:

Linda R. Brand
Notary Public

Notary Stamp/Seal



LINDA R. BRAND
Type or Print Notary Name
Notary Number: _____

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

GUDRUN MARIA NICKEL, P.A.

By: [Signature]

GUDRUN M. NICKEL, Pres.

RECORDED
FILED
JUL 19 1995
CLERK OF DISTRICT COURT
NAPLES, FLORIDA

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