

C. SCOTT RASSLER
Attorney at Law

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July 24, 1995

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

RE: The Rassler Financial Company, Inc.

Dear Division of Corporations:

Enclosed are two original, executed copies of the Articles of Incorporation for the referenced corporation. Also enclosed is our check in the amount of \$122.50 to cover the costs of the filing, registered agent, certification of status, and certified copy fees for the referenced corporation.

Please use the accompanying envelope to return a certified copy of the articles of incorporation at your first convenience. Thank you very much.

All the best,



C. Scott Rassler, J.D., CLU

encl.

CSR:tg

Transmit.ltr

Handwritten notes: "RASSLER" and "7-27-95" with a checkmark.

FILED
95 JUL 28 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE RASSLER FINANCIAL COMPANY, INC.**

FILED
95 JUL 28 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME

The name of the corporation shall be: The Rassler Financial Company, Inc.

ARTICLE II

PRINCIPAL OFFICE

*The principal place of business and mailing address of the corporation shall be:
138 Dockside Terrace, Fort Lauderdale, Florida, 33327.*

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of One Cent (\$.01) par value common stock.

ARTICLE IV

INITIAL REGISTERED AGENT AND ADDRESS

*The name and address of the initial registered agent is: C. Scott Rassler,
138 Dockside Terrace, Fort Lauderdale, Florida, 33327.*

ARTICLE V
INCORPORATOR

The name and address of the incorporator is:

NAME

C. Scott Rasslor

ADDRESS

*138 Dockside Terrace
Ft. Lauderdale, FL 33327*

The undersigned has executed these Articles of Incorporation this 21st day of July, 1995.



INCORPORATOR


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 JUL 28 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is The Rassler Financial Company, Inc.
2. The name and address of the registered agent and office is:

C. Scott Rassler
138 Dockside Terrace
Fort Lauderdale, FL 33327

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.



C. Scott Rassler
July 21, 1995