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NAME: HAWTHORNE FINANCIAL GROUP, INC.
FAX AUDIT NUMBER: H95000008632 CURRENT STATUS: REQUESTED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HAWTHORNE FINANCIAL GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HAWTHORNE FINANCIAL GROUP, INC.

The address of the principal office of this corporation shall be 13730 State Road 84 #304, Davie, Fl 33325, and the mailing address shall be the same.

ARTICLE II. NATURE OF 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 1,000 shares of common stock having a 1.00 per share, par value.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 3284 N State Rd 7, Lauderdale Lakes, Fl 33319, and the name of the initial registered agent of the corporation at that address is Scott Tillem.

Prepared By:

Scott E. Tillem

3284 N State Rd 7

Lauderdale Lakes, Fl 33319

(305)484-5533

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two officers and two directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until his successor is elected or appointed is(are):

James Devlin
13730 State Road 84 #304
Davie, Fl 33325

President
Treasurer

Peter J. Santini
13730 State Road 84 #304
Davie, Fl 33325

Vice-Pres
Secretary

ARTICLE VII. INCORPORATOR

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


Scott Tillem
3284 N State Rd 7
Lauderdale Lakes, Fl 33319

IN WITNESS WHEREOF, the undersigned has hereunto set his hand,
on this 31st day of JULY, 1995.


SCOTT TILLEM

ARTICLE VIII. REGISTERED AGENT

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


SCOTT TILLEM
(REGISTERED AGENT)

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10/1/80

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is
submitted, in compliance with said Act:

First-That MAWTHORNE FINANCIAL GROUP, INC.

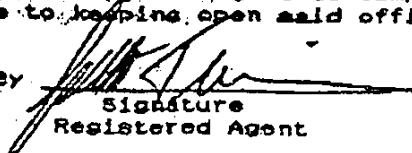
desiring to organize under the laws of the State of Florida with its
principal office, as indicated in the articles of incorporation at
City of Davie, County of Broward, State of Florida has
named Scott Tillen located at 3284 N State Rd 7, City of Lauderdale

Lakes, County of Broward, State of Florida, as its agent to accept
service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By


Signature
Registered Agent

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