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DEPARTMENT OF STATE 401 OCEAN DR
STATE OF FLORIDA SUITE 312
409 EAST GAINES STREET MIAMI BEACH FL 33139-0000
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PARNELL FINANCIAL GROUP, INCORPORATED
FAX AUDIT NUMBER: H95000009576 CURRENT STATUS: REQUESTED
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7/30/95

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**Articles of Incorporation
of
Farnell Financial Group, Incorporated**

Article I. Name

The name of this Florida corporation is:
Farnell Financial Group, Incorporated

Article II. Address

The mailing address of the Corporation is:
Farnell Financial Group, Incorporated
2000 Palm Beach Lakes Boulevard, Suite 1000
West Palm Beach FL 33409

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0886

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Michael Farnell
Ellen Caravello
Paul Pliner

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of August 28, 1995

The authorized representative of the incorporator executed these Articles of Incorporation on August 29, 1995

Corporate Creations International Inc.

By:



Joseph P. Mata, Vice President

H95000009578

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:

Farnell Financial Group, Incorporated

REGISTERED AGENT:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises, Inc.

By: _____

Joseph P. Mata, Vice President

Date: August 29, 1995

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