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January 19, 1996

Department of State
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, FL 32301

Re: The In Group, Inc.

EFFECTIVE DATE
1-19-96

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$122.50 for the filing and certified copy fee. The enclosed documents have been federal expressed to your office in order that the corporate existence may commence on the date of subscription and acknowledgment of the Articles of Incorporation.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office by Federal Express in the envelope provided.

Thank you for your assistance. If you have any questions, please do not hesitate to contact my office.

Very truly yours,

Mark R. Hall

Mark R. Hall

MRH:smb
Enclosures

cf: Mr. John Thomson

FILED
JAN 22 PM 11:07
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-01/22/96--01103--012
****122.50 ****122.50

ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE
1-19-94 THE IN GROUP, INC.

FILED
JAN 22 PM 11:07
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: THE IN GROUP, INC.

Article 2. Address of principal office. The address of the principal office and the mailing address of the corporation is 116 Canal Street, Suite D, New Smyrna Beach, FL 32168.

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

- A. To prepare and distribute investment newsletters.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 6. Initial Registered Office and Agent. The initial Registered Agent is Mark R. Hall and the street address of the initial Registered Office of the Corporation is 221 North Causeway, New Smyrna Beach, FL 32169-5239.

Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is One (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Director
John Thomson

Director's Address
116 Canal Street, Suite D
New Smyrna Beach, FL 32168

Article 8. Incorporators. The name and address of each
Incorporator is as follows:

Incorporator
John Thomson

Incorporator's Address
116 Canal Street, Suite D
New Smyrna Beach, FL 32168

Articles 9. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 10. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 11. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 12. Stock Transfer Restrictions. Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

Shareholder Number of Shares

John Thomson 1,000

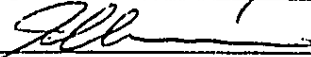
Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 13. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 14. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 15. Commencement of Corporate Existence. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 19th day of January, 1996.

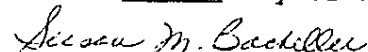


John Thomson

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me personally appeared John Thomson to me well known personally ~~or who produced~~ ~~identification~~ known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of January, 1996.



Notary Public

My commission expires:



OFFICIAL SEAL
SUSAN M. BACHELLER
My Commission Expires
Nov. 3, 1996
Comm. No. CC 240323

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of THE IN GROUP, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 19TH day of January, 1996.

Mark R. Hall

Mark R. Hall, Registered Agent

FILED
96 JAN 22 PM 11:07
TALLAHASSEE, FLORIDA

P96000008165

BOLT, SPENCE & HALL, P.A.

Attorneys at Law

JOHN F. BOLT (RETIRED)
HAL SPENCE
MARK R. HALL
ROBERT B. THUNLOW

221 N. CAUSEWAY
NEW SMYRNA BEACH, FL 32169-8239
904-427-8227
(FAX) 904-423-2909

April 17, 1996

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32301

Re: The In Group, Inc.
Charter No. P96000008165

800001791216
-04/23/96--01148--015
*****87.50 *****87.50

Gentlemen:

Enclosed please find:

1. Original and one copy of Articles of Amendment to Articles of Incorporation of The In Group, Inc.
2. Check in the amount of \$87.50.

Please file the amendment for this corporation and furnish me with a certified copy showing the filing information. Thank you for your assistance in this regard.

Very truly yours,

Mark R. Hall

Mark R. Hall

MRH:smb
Enclosures

cf: Mr. John Thomson

FILED
96 APR 22 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

VS MAY 1 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE IN GROUP, INC.

FILED
96 APR 22 PM 12:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We the undersigned, being the President and Secretary of THE IN GROUP, INC., a Florida corporation, hereby certify that the following Amendment to the Articles of Incorporation was duly adopted unanimously by all of the Directors and all of the Shareholders at a meeting duly held by them on the 20th day of March, 1996:

Article 4 is amended to read as follows:

- A. To engage in promotions and public relations.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

In all other respect, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, we hereby set our hands and seals this 20th day of March, 1996.

(corporate seal)


John Thomson, President

Attest: 
John Thomson, Secretary

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me personally appeared John Thomson, to me well known and known to me to be the person described in and who executed the foregoing Articles of Amendment as President and Secretary of THE IN GROUP, INC., and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 20th day of March, 1996, in the aforesaid County and State.

Susan M. Dachelier
Notary Public

My commission expires:



OFFICIAL SEAL
SUSAN M. DACHELLER
My Commission Expires
Nov. 3, 1996
Comm. No. CC 240323