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LAW OFFICES  
ROBERT J. BOGDANOFF  
70 SOUTHEAST FOURTH AVENUE  
DELMAY BEACH, FLORIDA 33480

TELEPHONE (407) 878-0083  
FACSIMILE (407) 876-8803

EFFECTIVE DATE  
2/15/96

February 15, 1996

Florida Department of State  
Division of Corporations  
The Capital, Room 2001  
Post Office Box 6327  
Tallahassee, Florida 32314

Attention: New Filing Section

Re: TOTAL FINANCIAL GROUP, INC.

Ladies and Gentlemen:

Enclosed please find an original Articles of Incorporation of  
TOTAL FINANCIAL GROUP, INC.

Also enclosed, and attached to the articles is an original of  
the "Consent to Appointment As Registered Agent" form and a check  
in the amount of one hundred twenty-two and 50/100 (\$122.50)  
Dollars, payable to your office for the following expenses:

Filing fee	\$35.00
Designation and Acceptance of Registered Agent	\$35.00
Certified Copy of Articles	\$52.50
<b>Total</b>	<b>\$122.50</b>

Thank you for your prompt attention to this matter.

Very truly yours,

*Robert J. Bogdanoff*  
ROBERT J. BOGDANOFF

RJB:lmc

enclosures: Articles of Incorporation  
Consent of Registered Agent  
Check- \$122.50

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SAS  
2/16/96

EFFECTIVE DATE  
2/15/96

ARTICLES OF INCORPORATION

OF

TOTAL FINANCIAL GROUP, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned natural person of the age of twenty-one years or more, acting as incorporator of a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is TOTAL FINANCIAL GROUP, INC.

ARTICLE II. GOVERNING LAW

This corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE III. DURATION

The period of its duration is perpetual, commencing on the date of execution and acknowledgement of these articles on February 15, 1994.

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of one cent (\$.01) par value stock.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is 70 Southeast Fourth Avenue, Delray Beach, Florida 33483, and the name of the initial registered agent of this corporation is GLENN ADAM BURNS. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

NAME

ADDRESS

GLENN ADAM BURNS

70 Southeast Fourth Avenue  
Delray Beach, Florida 33483

**ARTICLE VIII. INCORPORATORS**

The name and address of the persons signing these articles are:

NAME  
GLENN ADAM BURNS

ADDRESS  
70 Southeast Fourth Avenue  
Delray Beach, Florida 33483

**ARTICLE IX. INDEMNIFICATION**

This corporation shall have the power to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE X. RESTRICTION ON THE TRANSFER OF STOCK**

The shares of capital stock of this corporation held by any shareholder may not be resold, pledged, hypothecated, mortgaged, or otherwise transferred to other persons or entities unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.


**ARTICLE XI. AMENDMENT**

This 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 XII. CORPORATE MAILING ADDRESS**

The initial principal office of the corporation is: 70 Southeast Fourth Avenue, Delray Beach, Florida 33483, and, the mailing address of the corporation is: 70 Southeast Fourth Avenue, Delray Beach, Florida 33483.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 15th day of February, 1996.

  
\_\_\_\_\_  
GLENN ADAM BURNS, Subscriber

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Florida Department of State  
Division of Corporations  
The Capital, Room 2001  
Post Office Box  
Tallahassee, Florida 32301

I, GLENN ADAM BURNS, do hereby consent to serve as registered agent for the corporation: TOTAL FINANCIAL GROUP, INC.

This 15th day of February, 1996.

  
\_\_\_\_\_  
GLENN ADAM BURNS

Address of registered agent:

70 Southeast Fourth Avenue  
Delray Beach, Florida 33483

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA