

P96000027623

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

5-01000117550505  
-03/25/96--01072--002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Professional Financial, Inc.  
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check for the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

(s) Robin Gasparino  
Robin Gasparino  
(individual's name)

Professional Financial, Inc.  
(name of corporation)

MAILING ADDRESS OF CORPORATION		
4503 Ashford Drive		
Winter Haven, FL. 33880		
PHONE		
( 941 )	299-2186	Ext.
Area Code	Number	

FORM 1

**CERTIFICATE OF INCORPORATION  
OF**

Professionals Financial, Inc.

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

**FIRST  
IDENTIFICATION**

The name of the corporation, hereinafter referred to as the "Corporation," is Professionals Financial, Inc.

**SECOND  
PERIOD OF EXISTENCE**

The period during which the corporation shall continue is perpetual.

**THIRD  
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation is 4503 Ashford Drive, Winter Haven, FL. 33880 and the name and address (if different) of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is Robin Gasparino, 4503 Ashford Dr., Winter Haven, FL. 33880

**FOURTH  
PURPOSE**

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of ~~Delaware~~ Florida.

**FIFTH  
SHARES**

The total authorized capital stock of the Corporation is One Thousand (1000) shares having a Par Value of One dollar per share. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

**SIXTH  
INCORPORATOR'S ADDRESS**

The name and post office address of the Incorporator of the Corporation is as follows:

Robin Gasparino

4503 Ashford Drive

Winter Haven, FL. 33880

SEVENTH  
DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the name(s) and mailing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

Robin Gasparino, 4503 Ashford Drive, Winter Haven, FL. 33880

EIGHTH  
INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be March 22, 1996.

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of

March 22, 1996.

(Robin S. Gasparino)  
(Incorporator)

Robin Gasparino

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT  
OF

Professionals Financial, Inc.  
(name of corporation)

FILED  
MAR 25 11:10:37  
CLERK OF COURT  
SEMINOLE COUNTY, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and (407.050), the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 4503 Ashford Drive  
Winter Haven, Florida 33880

has named Robin Gasparino  
located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

(x) Robin Gasparino  
(registered agent)