

*Mark L. Griffin*  
Certified Public Accountant

7820 Arlington Expressway, Suite 620  
Jacksonville, Florida 32211  
Telephone: (904) 721-7967

March 15, 1996

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

04/04/95--01/05/95--01/01  
\*\*\*\*\*70, 75 \*\*\*\*\*70, 75

**SUBJECT:** Financial Prosperity, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 for the filing fee & certificate.

**From: Mark L. Griffin**  
7820 Arlington Expressway  
Suite 620  
Jacksonville, Florida 32211  
(904) 721-7967

Marb Griffin GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT all stock  
DATE 4/10/96  
DOC. EXAM. BR

Channel

Stock  
1000

ALL INFO  
96 APR -4 AMID: 13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER APR 10 1996

ARTICLES OF INCORPORATION OF  
FINANCIAL PROSPERITY, INC.

The undersigned incorporator, a natural person competent to contract, hereby files these Articles of Incorporation in order to form a Corporation under and pursuant to the laws of the State of Florida, and for that purpose, does hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is Financial Prosperity, Inc.

ARTICLE II. ADDRESS

The address of the principal office is: P.O. Box 9817, Jacksonville, Florida 32208.

ARTICLE III. PURPOSE

The Corporation is organized for the purpose of and engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE IV. BOARD OF DIRECTORS

Section 1: The business and affairs of the Corporation shall be managed by the Board of Directors, whose members are referred to herein as Directors.

RECEIVED  
SECRETARY OF STATE  
JACKSONVILLE, FLORIDA  
JAN 13 1988

Section 2: The names and addresses of the persons who are to serve as the initial Directors of the Corporation are:

Willie T. Lee, II  
7950 Concord Blvd. W.  
Jacksonville, Florida 32208

Willie T. Lee  
7950 Concord Blvd. W.  
Jacksonville, Florida 32208

Margaret G. Lee  
7950 Concord Blvd. W.  
Jacksonville, Florida 32208

Section 3: The number of Directors of the Corporation and the method of election shall be as provided in the Bylaws.

#### ARTICLE V. POWERS

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on Corporations under the laws of the State of Florida.

#### ARTICLE VI. REGISTERED OFFICE AND AGENT

Section 1: The street address of the registered office of this Corporation is 7820 Arlington Expressway, Suite 620, Jacksonville, Florida 32211.

Section 2: The name of the registered agent of the Corporation located at the address of the registered office is Mark L. Griffin.

ARTICLE VII. INCORPORATOR

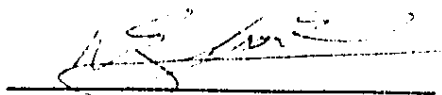
The name and address of the Incorporator of this corporation is:

Willie T. Lee, II  
7950 Concord Blvd. W.  
Jacksonville, Florida 32208

ARTICLE VIII. TERM OF EXISTENCE

The Corporation shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned being the Incorporator of the Corporation, has hereunto set his hand this 1 day of April, 1996.



Willie T. Lee, II  
Incorporator

ARTICLE IX. STOCK

The number of shares of stock that the corporation shall have the authority to issue is 1,000 shares.

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registerest office/registered agent, in the State of Florida.

1. The name of the corporation is: Financial Prosperity, Inc.
2. The name and address of the registered agent and office is:

Mark L. Griffin  
7820 Arlington Expressway, Suite 620  
Jacksonville, Florida 32211

FILED  
MAR 14 1996  
CLERK OF COURT  
JACKSONVILLE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature Mark L. Griffin  
Date 3/15/96