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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: EMERGENCY KAY COMPANY

DEPARTMENT OF REVENUE

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MITCHELL FINANCIAL, CORP.

FAX AUDIT NUMBER: H9000005589

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/19/1996

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TALLAHASSEE, FL 32399

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SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MITCHELL FINANCIAL, CORP.

ARTICLE I

The name of this corporation is MITCHELL FINANCIAL, CORP.

ARTICLE II

The purpose or purposes for which this corporation is organized is for any purpose permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III

This corporation is authorized to issue a maximum of Ten Thousand (10,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

The initial street address of the principal office of this corporation shall be: 1515 South Federal Highway, Suite 302, Boca Raton, Florida 33432, and the Board of Directors may, from time to time, move the principal office to any other address in Florida.

PREPARED BY: EVE WAGNER ROSEN
6700 N. Andrews Ave #407
Ft. Lauderdale, FL 33309
305-776-2055
FB #365475

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ARTICLE VI

The number of Directors may be altered, from time to time, by-Laws adopted by the shareholders, however, the corporation shall have no less than one (1) Director at any time.

ARTICLE VII

The name and post office of the first Board of Directors and officers of this corporation, who shall hold office for the first year or until their successors are chosen, shall be:

ROBERT MITCHELL 1515 South Federal Highway
Suite 302
Boca Raton, Florida 33432

ARTICLE VIII

The name and address of the Subscriber of these Articles of Incorporation is as follows:

ROBERT MITCHELL 1515 South Federal Highway
Suite 302
Boca Raton, Florida 33432

ARTICLE IX

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

ROBERT MITCHELL 1515 South Federal Highway
Suite 302
Boca Raton, Florida 33432

ARTICLE X

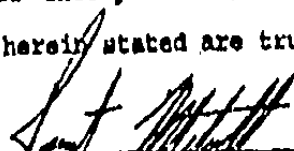
The corporation's existence will commence upon filing of the Articles of Incorporation.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, does make

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and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.



 ROBERT MITCHELL

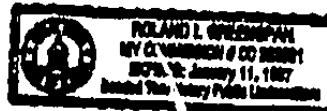
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ROBERT MITCHELL, personally known to me to be the person described in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at BOCA RATON, FLORIDA this 16 day of April, 1996.



 NOTARY PUBLIC, STATE OF FLORIDA
 Print Name: Robert J. Green

My commission expires:



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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted, in compliance with said Act:

First-That MITCHELL FINANCIAL, CORP. desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach, State of Florida, has named himself, ROBERT MITCHELL, 1818 South Federal Highway, Suite 302, Boca Raton, Florida 33432, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service for the above stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act, relative to keeping open said office.

By: _____

ROBERT MITCHELL

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STATE
CORP.

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