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TAMPA, FL 33601-2600

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96 JUN 13 PM 1:17

DIVISION OF CORPORATION

PRESCHOOL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 986951 84848A

AUTHORIZATION :

COST LIMIT :

\$ Patricia Leggett

ORDER DATE : June 13, 1996

ORDER TIME : 2:58 PM

ORDER NO. : 986951

CUSTOMER NO: 84848A

700001861787

CUSTOMER: Hugo C. Edberg, Esq
HUGO C. EDBERG, ESQ

Suite 180
300 South Hyde Park Avenue
Tampa, FL 33606

DOMESTIC FILING

NAME: FINANCIAL EXECUTIVES OF
SARASOTA, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: Cl

509-4611
W96-12720

96 JUN 14 PM 1:13
FILED BY STATE
DIVISION OF CORPORATION



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN 14 PM 1:13

FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

June 14, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: FLORIDA EXECUTIVES OF SARASOTA, INC.
Ref. Number: W96000012720

RESUBMIT

Please give original
submission date as file date.

We have received your document for FLORIDA EXECUTIVES OF SARASOTA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 996A00029669

RECEIVED
96 JUN 19 AM 11:33
Division of Corporations
Tallahassee, Florida

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN 14 PM 1:13

OF

FINANCIAL EXECUTIVES OF SARASOTA, INC.

The undersigned, acting as Incorporator of FINANCIAL EXECUTIVES OF SARASOTA, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I -- NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Corporation is: FINANCIAL EXECUTIVES OF SARASOTA, INC. The principal office and mailing address of this corporation shall be 950 Tamiami Trail South, Sarasota, FL 34236.

ARTICLE II -- DURATION

The period of the Corporation duration shall be perpetual or until dissolved on a vote of the Shareholders as provided by law.

ARTICLE III -- PURPOSE

The general purpose or purposes for which the Corporation is formed is for mortgage brokerage and related activities. Additionally, the Corporation may engage in such other activities as may be necessary to permit it to carry out the general purposes for which it has been formed.

ARTICLE IV -- CAPITAL STOCK

A. The maximum number of shares of Capital Stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of Common Stock, having a Par Value of \$1.00 per share. Except as agreed upon by and between the Shareholders, all Shareholders shall have preemptive rights with regard to acquisition of authorized but non-issued stock of the Corporation.

B. All or any portion of the Capital Stock may be issued in payment of cash or other real or personal property or services, having a value which in the judgment of the Board of Directors is at least equivalent to the full value of the stock to be issued. When stock has been issued, it shall become fully paid and non-assessable. The Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for Capital Stock and their judgment of such value shall be conclusive.

C. This Corporation shall have the right to increase its Capital Stock either with or without Par Value and to provide in the event of such increase the designations, preferences, voting powers or restrictions or qualifications of voting powers of such additional stock in an amendment to its Certificate of Incorporation.

ARTICLE V -- INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial Registered Office of this Corporation is Suite 180, 300 South Hyde Park Avenue, Tampa, FL 33606, and the name of the

Initial Registered Agent is HUGO C. EDBERG, ESQUIRE, and the Corporation shall be authorized to open such other offices at such other locations as it shall deem suitable.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) initial Director. The number of Directors may either be increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial Director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
BOB CANNATA	950 Tamiami Trail South Sarasota, FL 34236

ARTICLE VII -- INCORPORATOR

The name and post office address of the Incorporator:

<u>NAME</u>	<u>ADDRESS</u>
HUGO C. EDBERG, ESQUIRE	Suite 180 300 South Hyde Park Avenue Tampa, FL 33606

ARTICLE VIII -- CONTRACTS

No contract or transaction between this Corporation and any other corporation shall be affected by the fact that any Director of this Corporation is interested in or is a director or officer of such other corporation. Any Director, individually or jointly, may be a party to or may be interested in any contract or transaction of this Corporation which contract or transaction shall not be affected by the fact that any Director of this Corporation is a party in any way connected with such other person, firm or corporation. Any Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or herself or any other firm, association or corporation in which he or she may be in any way interested, provided that the fact that any contract or other transaction with this Corporation is for the benefit of himself or herself or such firm, association or corporation in which he or she may be interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

ARTICLE IX -- BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders, except that the Board of Directors may not amend or repeal any By-Laws adopted by Shareholders if the Shareholders specifically provide such By-Law is not subject to amendment or repeal by the Directors.

ARTICLE XI -- AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on Shareholders herein granted are subject to this reservation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the

Board of Directors proposed by them to the Shareholders and approved at a Shareholders' Meeting by the holders of a majority of the shares entitled to vote thereon or in such other manner as may be provided by law.

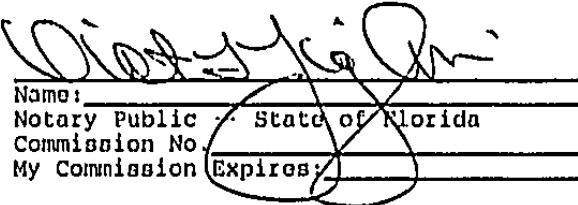
IN WITNESS WHEREOF, I, the undersigned incorporator of this Corporation, have executed these Articles of Incorporation in Tampa, Florida, this 11th day of June, 1996.

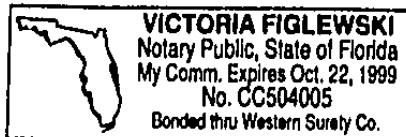

HUGO C. EDDBERG

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

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 HUGO C. EDDBERG, to me known to be the person described as Subcriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation and who is personally known to me.

10th WITNESS my hand and official seal in the County and State named above this 10th day of June, 1996.


Name: _____
Notary Public - State of Florida
Commission No. _____
My Commission Expires: _____



CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED

FLORIDA
REGISTERED AGENT
CL 115 13-13
95 JUN 14 1996

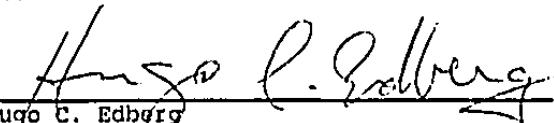
FINANCIAL EXECUTIVES OF SARASOTA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 950 Tamiami Trail South, Sarasota, FL 34236, has named Hugo C. Edborg, Esq., located at Suite 180, 300 South Hyde Park Avenue, Tampa, FL 33606, as its agent to accept service of process within the State of Florida.

DATED: June 10, 1996



Hugo C. Edborg, Incorporator

HAVING BEEN NAMED to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of all Statutes relative to the proper performance of my duties.



Hugo C. Edborg
Registered Agent