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Donald R. Trombley

and Associates



Estate, Investment & Retirement Planning

Donald R. Trombley, CLU, ChFC
Chartered Financial Consultant


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

To Whom it May Concern,

Please find the enclosed Articles of Incorporation for your
required action.

Sincerely,


Donald R. Trombley
6/28/1996

FILED
96 JUL -1 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
DONALD R. TROMBLEY & ASSOCIATES, INC.

The undersigned incorporator, a natural person for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the Laws of the State of Florida, hereby certifies as follows:

ARTICLE I

Name

The name of this Corporation is: DONALD R. TROMBLEY & ASSOCIATES, INC.

ARTICLE II

Address

The address, including number, city and office of the Corporation is: 216 N. 5th Street,
City of Leesburg, County of Lake, State of Florida 34748.

ARTICLE III

Term of Existence

This Corporation shall have perpetual existence, commencing July 1, 1996.

ARTICLE IV

Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Election of Status as a Small Business Corporation

This Corporation shall by the filing of an election, consented to by all the shareholders, in accordance with the provisions of Section 1362(a) of the Internal Revenue Code of 1986, as amended.

ARTICLE V

Powers

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain and defend in its corporate name in all actions or proceeding.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property or assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations as well as secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within and without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, benefit plans and other incentive and compensation plans for any and all of the directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, joint venture, trust or other enterprise.

ARTICLE VI

Capital Stock

This Corporation is authorized to issue 1,000 shares of no par (\$0) value common stock, which shall be designated Common Shares.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 216 N. 5th Street, Leesburg, Florida 34748, and the name of its initial registered agent at such address is DONALD R. TROMBLEY.

ARTICLE VIII

Initial Board of Directors

This Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one (1).

The name and address of the initial directors of this Corporation is:

Name

Donald R. Trombley

Address

216 N. 5th Street
Leesburg, Florida 34748

Patricia A. Trombley

216 N. 5th Street
Leesburg, Florida 34748

ARTICLE IX

Incorporator

The name and address of the person signing these Articles is:

DONALD R. TROMBLEY
216 N. 5th Street
Leesburg, Florida 34748

ARTICLE X

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE XI

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 26TH day of JUNE, 1996.


DONALD R. TROMBLEY

STATE OF FLORIDA

COUNTY OF Lake

BEFORE ME, personally appeared this day, DONALD R. TROMBLEY, known to me to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Incorporation as his voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal this 26th day of June, 1996.


NOTARY PUBLIC, State of Florida



POLLY M. WATSON
My Commission CC807804
Expires Nov. 02, 1998

35845 TIMBER TOP
FRUITLAND AVE. #1
31731

personally known

ACCEPTANCE BY REGISTERED AGENT

Having been named REGISTERED AGENT and designated to accept service of process for the within Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


DONALD R. TROMBLEY

DATED: 6/26, 1996.