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96 JUL -5 PM 2:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Peter Makris
2110 Drew Street
Clearwater, FL 34625

July 3, 1996

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*****280.00 *****70.00

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


Gentlemen:

I am enclosing the Articles of Incorporation and the Certificate Designating Registered Agent/Registered Office for LEGACY FINANCIAL SERVICES OF CLEARWATER, INC. Also enclosed are the applicable fees for the Department of State. Please file the Articles of Incorporation and return the articles back to the address below:

Peter Makris
2110 Drew Street
Clearwater, Florida 34625

If there are any questions, or you are having problems filing the Articles, please call me at (813) 446-0000.

Very truly yours,



Peter Makris

BA 7/8

ARTICLES OF INCORPORATION
OF
LEGACY FINANCIAL SERVICES OF CLEARWATER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

LEGACY FINANCIAL SERVICES OF CLEARWATER, INC.

The principal place of business of this corporation shall be: 2110 DREW STREET, CLEARWATER, FLORIDA 34625. The mailing address of this corporation shall be: 2110 DREW STREET, CLEARWATER, FLORIDA 34625.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock have \$1.00 per value per share.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. OFFICERS DIRECTORS

This corporation is to have one director initially. The name and street address of the initial director who shall hold office for the first year of the corporation's existence, or until her successor is elected or appointed is:

Karrie Frazar
Director

2110 Drew Street
Clearwater, Florida 34625

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to this Articles of Incorporation is:

Karrie Frazar

2110 Drew Street
Clearwater, Florida 34625

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of July, 1996.

Signature of Incorporator

Karrie Frazer
Incorporator

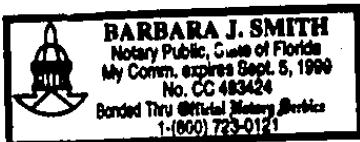
STATE OF FLORIDA

COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 15th day of July, 1996, by Karrie Frazer of LEGACY FINANCIAL SERVICES OF CLEARWATER, INC.

Notary Public

Barbara J. Smith
My Commission Expires: 9/5/99



CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

LEGACY FINANCIAL SERVICES OF CLEARWATER, INC.

2. The name and address of the registered agent and office is:

Name: KARRIE FRAZAR

Address: 2110 DREW STREET

City: CLEARWATER

State: FLORIDA Zip: 34625

SIGNATURE Karrie Frazar
(Corporate Officer)

TITLE: PRESIDENT

DATE: 7/1/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE Karrie Frazar

DATE: 7/1/96

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