SHUMAKER, LOOP & KENDRICK

ATTORNEYS AT LAW

BAHNETT PLAZA - BUITE 2800

101 BAST KENNEDY DOULEVAND

TAMPA, FLORIDA 33602

(013) 228-7600

- FAX (813) 228-1880

MAILING ADDRESS POST OFFICE BOX 178400 TAMPA, FLORIDA 33678-0608

WRITER'S DIRECT DIAL MUMBER: (813) 227-2238

CHARLOTTE OFFICE

927 WEST TRADE STREET BUITE 2180 CHAPLOTTE, NORTH GANGLINA PEZOZ (704) 976-0067 PAX (704) 332-1197

July 3, 1996

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

800001885098 -07/05/96--01044--011 ++++70.00 *****70.00

Strategic Financial Management, Inc. Articles of Incorporation

Dear Sir or Madam:

TOLEDO OFFICE

NORTH COURTHOUSE SQUARE

1000 JACKBON

10LEDO, OHIO 43624-1873

(410) 241-9000

FAX (419) 241-0894

Enclosed for filing are Articles of Incorporation of Strategic Financial Management, Inc. Also enclosed is our firm's check in the amount of \$70.00. Please file the Articles, file stamp the enclosed copy of the Articles, and return it to the undersigned in the envelope provided for your convenience.

Thank you for your attention to this matter. If you have any questions, please call me.

Sincerely,

≅

GCY/jaj Enclosures

nc 7-8.96

ARTICLES OF INCORPORATION OF STRATEGIC FINANCIAL MANAGEMENT, INC.

The undersigned, acting as incorporator of a Florida Corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I NAME

The name of the Corporation is STRATEGIC FINANCIAL MANAGEMENT, INC.

ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 4333 Beau Rivage, Lutz, Florida 33549, and the mailing address of the Corporation is 4333 Beau Rivage, Lutz, Florida 33549.

ARTICLE III PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, One Cent (\$0.01) par value per share.

ARTICLE V INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Kyle G. Kennedy 4333 Beau Rivage Lutz, Florida 33549

ARTICLE VI INITIAL BOARD OF DIRECTORS

The Corporation shall have initially one director to hold office until the first annual meeting of shareholders and until his

successor shall have been elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are:

Kyle G. Kennedy 4333 Beau Rivage Lutz, Florida 33549

ARTICLE VII INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

Kyle G. Kennedy 4333 Beau Rivage Lutz, Florida 33549

ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20 day of June, 1996.

Myle Contended

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this day of June, 1996, by Kyle G. Kennedy, an individual, who is personally known to me or who has produced as identification and did not take an oath.

Notary Fublic

My Commission Expires:

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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 STRATEGIC FINANCIAL MANAGEMENT, INC.
- The name and address of the registered agent and office are:

Kyle G. Kennedy
4333 Beau Rivage
Lutz, Florida 33549

SIGNATURE
TITLE: Incorporator
DATE: June 26, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 FAMILIES MIPH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

96 JUL -5 PH 3: 33
SECKETARY OF STATE
INLLAHASSEE, FLORIDA