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St. Petersburg, FL 33710

MARC A. TENNEY  
ATTORNEY AT LAW

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July 23, 1996

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

FILED  
96 AUG 12 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In re: Incorporation of FINANCIALLY FREE AMERICA, INC.

4000001915324  
-08/13/96--01005--0006  
\*\*\*122.50 \*\*\*122.50

Dear Sir:

Enclosed please find original and one copy of Articles of Incorporation and Certificate of Acceptance of Resident Agent, along with a check in the amount of \$122.50 for the appropriate filing fee in regard the above-styled corporation.

After examination, if the same meets with your approval, please file and return a certified copy of the Articles of Incorporation to the undersigned attorney.

Thank you for your cooperation and assistance in this matter.

Very truly yours,

  
Marc A. Tenney

MAT/pmk  
Enclosures

nc 8-14-96

**ARTICLES OF INCORPORATION  
OF  
FINANCIALLY FREE AMERICA, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE ONE: NAME**

The name of the Corporation is: **FINANCIALLY FREE AMERICA, INC.**

**ARTICLE TWO: DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE THREE: PURPOSE**

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

**ARTICLE FOUR: CAPITAL STOCK**

The aggregate number of shares which the Corporation has authority to issue is one thousand (1000), all of which shall be common shares with a par value of One Dollar (\$1.00).

**ARTICLE FIVE: REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 5999 Central Avenue, Suite 200, St. Petersburg, Florida and the name of the initial registered agent at such address is MARC A. TENNEY.

**ARTICLE SIX: DIRECTORS**

The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors.

**ARTICLE SEVEN: INCORPORATOR**

The name and address of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
KENNETH D. SCHAFER	1723 Lake Cypress Drive Safety Harbor, FL 34695
JOHN D. McRAE	1723 Lake Cypress Drive Safety Harbor, FL 34695

IN WITNESS WHEREOF, I have subscribed my name this 23<sup>rd</sup> day  
of July, 1996.

  
KENNETH D. SCHAFFER, Incorporator

  
JOHN D. McRAE, Incorporator

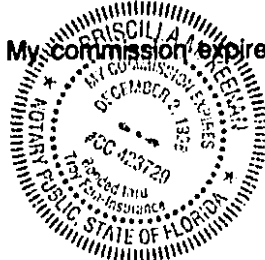
STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

On this 23 day of July, 1996, before me, a notary public,  
the undersigned officer, personally appeared KENNETH D. SCHAFFER and JOHN D.  
McRAE, who are personally known OR who has provided Florida Driver Licenses for  
identification, have acknowledged that they executed the same for the purposes therein  
contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal on the date  
mentioned above.

  
NOTARY PUBLIC

My commission expires:



**STATE OF FLORIDA  
DEPARTMENT OF STATE**

Certificate Designating Place of Business of Domicile for the Service of Process Within this State, Naming Agent Upon Whom Process may be Served and Names and Addresses of the Officers and Directors.

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The following is submitted, in compliance with Florida Statutes regarding Incorporation:

**FINANCIALLY FREE AMERICA, INC.**, a Corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 5999 Central Avenue, Suite 200, St. Petersburg, FL 33710 and has named MARC A. TENNEY as its agent to accept service of process within this State.


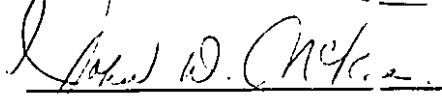
**OFFICERS:**

KENNETH D. SCHAFFER	President 1723 Lake Cypress Drive Safety Harbor, FL 34695
BEVERLY PHELPS	Vice President 7782 Eagle Creek Drive Sarasota, FL 34243
LARRY TATRO	Secretary 3618 - 75th Avenue Terrace E. Sarasota, FL 34243
JOHN D. McRAE	Treasurer 1723 Lake Cypress Drive Safety Harbor, FL 34695

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TALLAHASSEE, FLORIDA

**DIRECTORS:**

The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors.

  
KENNETH D. SCHAFFER, Incorporator  
  
JOHN D. McRAE, Incorporator

**ACCEPTANCE:**

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

  
MARC A. TENNEY, Resident Agent