

GREENWALD, VENTRY & ASSOCIATES, P.A.

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November 27, 1996

FLORIDA
NEW YORK
MARYLAND
VIRGINIA
DISTRICT OF COLUMBIA

KERRY A. GREENWALD
LYNNE S. K. VENTRY*

*ADMITTED IN FLORIDA & DC ONLY
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**ADMITTED IN FLORIDA ONLY

WASHINGTON OFFICE

PENTHOUSE
1201 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005

OF COUNSEL

RICHARD J. POTASH†
13899 BISCAYNE BLVD.
N. MIAMI BEACH, FLORIDA

WILLIAM J. WALLACE**
1250 NORTHPOINT PARKWAY
WEST PALM BEACH, FLORIDA

P.S. Overnight #P605995044

Return Receipt Requested

Florida Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32302-1500

Re: Articles of Incorporation - Initial filing
FREEDOM MANAGEMENT GROUP, INC.

Gentlemen:

Enclosed for filing are the Articles of Incorporation of Freedom Management Group, Inc. This company is a domestic profit corporation.

Enclosed please find our filing fee in the amount of \$122.50 together with our file copy of the Articles for your date stamping and return to this office.

Please file these Articles as soon as possible and advise this office of same. If you need any further or additional information please contact this office at your convenience.

Thank you for your prompt assistance in this matter.

Sincerely yours,

GREENWALD, VENTRY & ASSOCIATES, P.A.

By:

Kerry A. Greenwald, Esq.

KAG:bt
Encls.

cc: Freedom Management Group, Inc.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
FREEDOM MANAGEMENT GROUP, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

FREEDOM MANAGEMENT GROUP, INC.

The principal place of business of this corporation shall be 1101 N.W. 5th Avenue, Delray Beach, FL 33444.

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, including, but not limited to office management and related business operations.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

10,000 shares \$1.00 par value

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. REGISTERED AGENT & ADDRESS

The street address of the initial registered office of the corporation shall be 1101 N.W. 5th Avenue, Delray Beach, FL 33444, and the name of the initial registered agent of the corporation at that address is JAMES D. RUSSELL.

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TALLAHASSEE FLORIDA

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one (1) directors, initially. The name and street address of the initial Officers and Directors who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

JAMES D. RUSSELL	-	President/Secretary/
1101 N.W. 5th Avenue		Director
Delray Beach, FL 33444		

Directors shall serve for a term of one (1) year until the annual meeting of stockholders following the election of Directors and until the qualifications of their successors in office has been established. Annual meetings shall be held at the offices of the corporation on the 1st Monday of the month of February of each year, or at such other place as the Board of Directors may designate from time to time by resolution.

The number of Directors of the corporation may be changed by a By-Law duly adopted by the Stockholders.

ARTICLE VII. MANAGEMENT OF CORPORATE AFFAIRS

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VIII. AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, the By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a unanimous resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE IX. AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and

presented to the stockholders for their vote in the manner set forth in the By-Laws of this corporation.

ARTICLE X. INCORPORATOR

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

JAMES D. RUSSELL
1101 N.W. 5th Avenue
Delray Beach, FL 33444

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 27 day of November, 1996.



James D. Russell
Incorporator

STATE OF FLORIDA

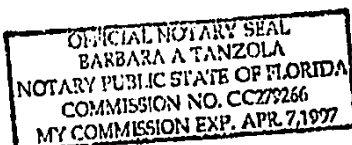
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared JAMES D. RUSSELL, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 27 day of November, 1996.


Notary Public,
State of Florida at Large

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with §48.091 of the Florida Statutes, the following is submitted:

THAT FREEDOM MANAGEMENT GROUP, INC., desiring to organize or qualify as a for-profit corporation under the laws of the State of Florida, with its principal place of business at 1101 N.W. 5th Avenue, Delray Beach, Florida 33444, has named JAMES D. RUSSELL, at 1101 N.W. 5th Avenue, Delray Beach, Florida 33444, as its agent to accept service of process within the State of Florida.

By: 

JAMES D. RUSSELL

Title: Incorporator

Date: 11/27, 1996

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.

By: 

James D. Russell

Registered Agent

Date: 11/27

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SECRETARY OF STATE
TALLAHASSEE FLORIDA