

P960000099053

DEBORAH HODGES  
435 E. SR 434, SUITE 300  
LONGWOOD, FL 32750-5219

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

300002020733--5  
-12/05/96--01033--009  
\*\*\*122.50 \*\*\*122.50

DEAR SIR:

ENCLOSED PLEASE FIND ARTICLES OF INCORPORATION FOR  
THE RESOURCE GROUP, INC. ALONG WITH AN EXTRA COPY WHICH WE  
WOULD LIKE RETURNED TO US AT HODGES FINANCIAL SERVICES,  
435 E. S.R. 434, SUITE 300, LONGWOOD, FL 32750-5219.

WE HAVE ENCLOSED A CHECK IN THE AMOUNT OF \$122.50 TO COVER  
THE FILING FEE, CERTIFIED COPY, AND REGISTERED AGENT  
DESIGNATION.

THANK YOU FOR YOUR PROMPT ATTENTION IN THIS MATTER.

SINCERELY YOURS,

*Deborah Hodges*  
DEBORAH HODGES

FILED  
96 DEC -5 AM 10:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-9-96  
KR

ARTICLES OF INCORPORATION  
OF  
THE RESOURCE GROUP, INC.

FILED  
96 DEC -5 AM 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE ONE

The Corporate name is:

THE RESOURCE GROUP, INC.

ARTICLE TWO

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

435 EAST SR-434, SUITE 300  
LONGWOOD, FLORIDA 32750-5219

ARTICLE THREE

DURATION

The duration of the Corporation is perpetual.

ARTICLE FOUR

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FIVE

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 10,000, all of which shall be common shares with no par value.

ARTICLE SIX

The street address of the initial Registered Office of the Corporation is 435 East SR-434, Suite 300, Longwood, Florida 32750-5219 and the name of the initial Registered Agent at such address is GEORGE HODGES.

ARTICLE SEVEN

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors. The initial Director will be DEBORAH HODGES and will so serve until elections are held at the next meeting of the shareholders.

ARTICLE EIGHT

INCORPORATORS

The name and address of the Incorporator is:

DEBORAH HODGES  
435 EAST SR 434, SUITE 300  
LONGWOOD, FLORIDA 32750-5219  
(407) 830-6773

The undersigned Incorporator has executed these Articles of Incorporation this 3rd day of December, 1996.

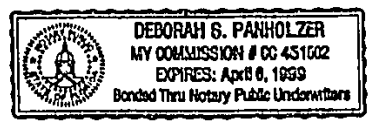
Deborah Hodges  
Incorporator, DEBORAH HODGES

FILED  
96 DEC -5 AM 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
County of Seminole

On this 3rd day of December, 1996, before me personally appeared DEBORAH HODGES known to be the person whose name is subscribed to the within instrument, and acknowledged that she has executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



*Deborah S. Panholzer*  
NOTARY PUBLIC, DEBORAH S. PANHOLZER

My Commission Expires: April 6, 1999

CERTIFICATE OF REGISTERED AGENT

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.

The name of the corporation is:

THE RESOURCE GROUP, INC.

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

GEORGE HODGES  
435 East SR 434, Suite 300  
Longwood, FL 32750-5219

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 familiar with and accept the obligation of my position as registered agent.

DATE: This 3rd day of December, 1996.

*George Hodges*  
Registered Agent, GEORGE HODGES