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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

400002027464--9
-12/12/96--01068--014
*****70.00 *****70.00

CORPORATION(S) NAME

TWH Financial Products, Inc.

Profit Arts of Inc

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call If Problem

☐ Merger

☐ Mark

☐ Other UCC Filing

☐ Change of R.A.

☐ Fic. Name

☐ CUS

☐ After 4:30

☒ Pick Up

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

Name
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CR2E031 (1-89)

D. BROWN DEC 12 1996

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
JWH FINANCIAL PRODUCTS, INC.

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The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

First: The corporate name that satisfies the requirements of Section 607.0401 is JWH Financial Products, Inc.

Second: The address of the initial principal office of the corporation is 301 Yamato Road, Suite 2200, Boca Raton, Florida 33431-4931.

Third: The number of shares the corporation is authorized to issue is 10,000, all of which are without par value and are of the same class and are to be Common shares.

Fourth: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to said holder.

Fifth: The street address of the initial registered office of the corporation in the State of Florida is c/o John W. Henry & Company, Inc., 301 Yamato Road, Suite 2200, Boca Raton, Florida 33431-4931.

The name of the initial registered agent of the corporation at the said registered office is Mark H. Mitchell.

The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

Sixth: The name and address of the incorporator are:

Jules Staniewicz

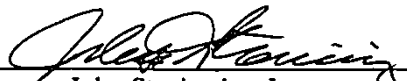
John W. Henry & Company, Inc.
301 Yamato Road, Suite 2200
Boca Raton, Florida 33431

Seventh: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Eighth: The duration of corporation shall be perpetual.

Ninth: The purpose of the corporation is to have all the general powers granted to corporations under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

Signed on December 2, 1996


Jules Staniewicz, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designed in these Article of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signed on December 2, 1996


Mark H. Mitchell

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