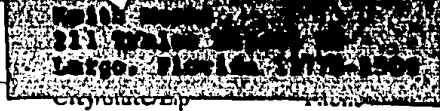


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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. 21st Financial Group, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

FILED
97 JAN -6 AM 11:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA
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96 NOV 21 PM 1:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WAB-2501
634-6151706
1/6/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 27, 1996

KEITH MOSES
211 TRALEE STREET NE
LARGO, FL 33770-2509

SUBJECT: 21ST FINANCIAL GROUP INC.
Ref. Number: W96000025042

We have received your document for 21ST FINANCIAL GROUP INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

✓ Loria Poole
Corporate Specialist

Letter Number: 396A00053742

21st. Financial Group Inc.

211 Tules St. NE.
Largo, FL 33770-2509

Phone 813-381-7470
Fax 813-381-6562

January 02, 1997

Loria Poole
Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, Florida 32314

The THIRD paragraph of the Articles of Incorporation has been reworded to comply with Florida Statutes section 607.0202(1)(b) or 617.0202(1)(b).

A phone number and dedicated fax number are listed above if there are any other problems.

Christine J. Moses
Christine J. Moses

Articles OF INCORPORATION
OF
21st. Financial Group inc.

The undersigned, acting as incorporator of a corporation under the Business Corporation Law of the State of Florida, adopts the following Articles of Incorporation for such corporation:

FIRST
IDENTIFICATION

The name of the corporation, hereafter referred to as the corporation is 21st. Financial Group inc.

SECOND
PERIOD OF EXISTENCE

The duration of the corporation shall be perpetual.

THIRD
REGISTERED OFFICE AND REGISTERED AGENT

The corporations principal address and registered office address is:

211 Talce St. N.E.
Largo, Florida 33770-2509

and the name and address (if different) of the initial registered agent therein and in charge thereof, upon whom process against the corporation may be served, is Keith A. Moses

FOURTH
PURPOSE

The purpose of the corporation is to engage in any or all lawful business, except banking or insurance for which corporations may be organized under the provisions of the General Corporation Law of Florida.

FIFTH
INCORPORATOR'S NAME AND ADDRESS

Keith Moses
211 Talce St. N.E.
Largo, Fl. 33770-2509

SIXTH
SHARES

The total authorized capital stock of the corporation is Ten thousand (10,000) shares having a par value of -00- ,divided into one thousand (1,000) shares of class A common stock and nine thousand (9,000) shares of class B common stock. The following is a description of each class of stock of the corporation with the preferences, conversion, and other rights, restrictions, voting powers, and qualifications of each class. (1) Except as hereinafter provided with respect to voting powers, the class A common stock and the class B common stock of the corporation shall be identical in all respects.(2) With respect to voting powers, except as otherwise required by the laws of the state of Florida, the holders of class A common stock shall possess all voting powers for all purposes including, by way of illustration and not of limitation, the election of directors, and holders of class B common stock shall have no voting power whatsoever, and no holder of class B common stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the corporation or the stockholders thereof or be entitled to notification as to any meeting of the board of Directors or the stockholders.

Shareholders shall not be entitled to preemptive rights. Corporation shall hold a thirty-one (31) day exclusive option to purchase shares before liquidation of shares by shareholders (investors), except as otherwise required by the general corporation laws of Florida.

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TALLAHASSEE FLORIDA

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**SEVENTH
DIRECTORS**

The powers of the incorporator are to terminate upon the filing of this certificate of incorporation and the names and mailing address of the persons who are to serve as Directors until the first meeting of stockholders or until their successors are elected are as follows:

Keith A. MOSES
211 Tralee St. N.E.
Largo, Fl. 33770-2509

Christine J. Moses
211 Tralee St. N.E.
Largo, Fl. 33770-2509

**EIGHTH
INDEMNITY**

The corporation shall, to the fullest extent permitted by the provisions of the Florida Stock 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 stockholders, or disinterested directors or otherwise, both as to action in his or her official capacity and as to action 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 a person.

IN WITNESS WHEREOF,

As registered agent of 21st. Financial Group inc. I hereby state I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

The undersigned Incorporator has caused this Certificate to be executed as of November 14, 1996.


Keith A. Moses
Incorporator

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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