

Financial Executive Consultants, Inc.

Financial, Tax and Estate Planning

813-282-0411

P970000004128

January 6, 1997

Florida Department of State
Division of Corporations
409 East Gains St.

Tallahassee, FL 32301

Re: Michael Financial Group, Inc.

Dear Sirs:

Enclosed please find executed Articles of Incorporation for the above for filing. Also enclosed is the client's check in the amount of \$70.00 for the filing fees. Please return your letter acknowledging filing to the address below. Thank you for your assistance in this matter and if there are any questions, please contact the undersigned.

Sincerely,

W. Stephen McConnell
President

Encl. (2)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

ARTICLES OF INCORPORATION
OF
MICHAEL FINANCIAL GROUP, INC.

FILED

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

97 JAN -9 PM 12:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be MICHAEL FINANCIAL GROUP, INC.

ARTICLE II. PURPOSE

The corporation shall engage in the provision of accounting and financial services, including tax return preparation, financial reports, bookkeeping services, financial planning, sales of securities and insurance products, and related services and business, all for profit and in a fashion consistent with the ethics and proper guidelines of the profession. The corporation may also engage in any and all other activities lawful under the laws of the State of Florida and the United States.

ARTICLE III. CAPITAL STOCK

The maximum number shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having no par value.

ARTICLE IV. ADDRESS

Both the street address of the initial registered office of the corporation and the corporation's principal office shall be 11812 Classic Lake Way, Tampa, Florida 33635, and the name of the initial registered agent of the corporation at that address is Robert W. Michael who, by executing these Articles as incorporator, hereby consents to be such registered agent.

ARTICLE V. TERM OF EXISTENCE

The term of existence of the corporation is to be perpetual.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator of this corporation is: Robert W. Michael
11812 Classic Lake Way
Tampa, Florida 33635

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on January 2nd, 1997.

Robert W. Michael (SEAL)

I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Robert W. Michael
Robert W. Michael

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA