

PA7000011008

Wayfarer Financial Services, Inc.

**518 Wayfarer Drive
Tarpon Springs, FL 34689**

**Telephone (813) 938-2532
Fax (813) 938-2532**

January 28, 1997

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500002074635--5
-01/31/97--01026--009
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed find the Articles of Incorporation for Wayfarer Financial Services, Inc., along with a check in the amount of \$70.00 representing the filing fee and designation of registered agent fee.

Also enclosed is a photocopy of the Articles of Incorporation. Please return this to me with the filing date stamped on it.

If you have any questions with regard to the above, please do not hesitate to contact me.

Sincerely,

Mark R. Ervin

MARK R. ERVIN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 31 PM 12:33

9/24/97

**ARTICLES OF INCORPORATION
OF
WAYFARER FINANCIAL SERVICES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 31 PM 12:33

ARTICLE 1 - NAME

The name of this corporation is **Wayfarer Financial Services, Inc.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value stock which shall be designated at "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The principal address of the corporation is 518 Wayfarer Drive, Tarpon Springs, FL 34689 and the address of the initial registered office is 518 Wayfarer Drive, Tarpon Springs, FL 34689; and the name of the initial registered agent of this corporation at that address is Mark R. Ervin.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

Mark Raymond Ervin
518 Wayfarer Drive
Tarpon Springs, FL 34689

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is Mark R. Ervin, 518 Wayfarer Drive, Tarpon Springs, FL 34689.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 28th day of January, 1997.

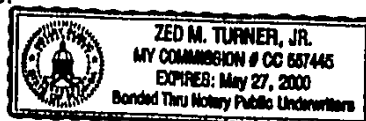
Mark R. Ervin Mark R. Ervin
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Mark R. Ervin, known to be and known by me to be the person who executed the foregoing Articles of incorporation, and he acknowledged before that he executed those Articles of Incorporation,

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 28th day of January, 1997.

NOTARY PUBLIC, State of Florida at Large
My commission expires:



CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of Section 607.325, 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.

1. The name of the corporation is: Wayfarer Financial Services, Inc.
2. The name and address of the registered agent and office is:

Mark R. Ervin
518 Wayfarer Drive
Tarpon Springs, FL 34689

Mark R Ervin Signature
PRESIDENT Title
January 28, 1997 Date

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 RELATAIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATION OF SECTION 607.325 FLORIDA STATUTES.

Mark R Ervin Signature - Registered Agent
1/28/97 Date

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 31 PM 12:33

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that Wayfarer Financial Services, Inc., desiring to organize or qualify under the laws of the state of Florida, with its principal place of business at 518 Wayfarer Drive, Tarpon Springs, FL 34689, has named Mark R. Ervin as its agent to accept service of process within Florida.

DATED:

Mark R. Ervin Mark R. Ervin President

Having been named to accept service of process for the above named 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 performance of my duties.

Mark R. Ervin Mark R. Ervin Registered Agent