P9100003176 / JOSEPH G. BYWATER

P.O. DRAWER 2807 LAKELAND, FLORIDA 33806-2807 PHONE: 941 / 686-5109

THIS -3 IN 9:18

February 28, 1997

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re: Financial Doctor, Inc.

Dear Sir:

Enclosed are the Articles of Incorporation regarding the above to be filed and one copy to be returned to me.

Further enclosed is my check in the sum of \$70.00, representing the following:

Filling Fee \$ 35.00 Filing of Registered Agent 35.00

Sincerely,

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Enclosures

c: Mr. Richard M. Derk

Bywater

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ARTICLES OF INCORPORATION

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OF

TALL LANDA

FINANCIAL DOCTOR, INC.

ARTICLE I - NAME

The name of this corporation is Financial Doctor, Inc. and the business address of this corporation is 1555 Williamsburg Square, #2, Lakeland, Florida 33803-4277...

ARTICLE II - PURPOSE

This corporation is organized for the following purposes: financial services and any other lawful business.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is: 2000 E. Edgewood Drive, Suite 108B, Lakeland, Florida, 33803, and the name of the initial registered agent of this corporation at that address is: Joseph G. Bywater.

Article VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws. The name(s) and address(es) of the initial director(s) of this corporation are:

Richard M. Derk 1555 Williamsburg Square, #2 Lakeland, Florida 33803-4277

Barbara A. Derk 1555 Williamsburg Square, #2 Lakeland, Florida 33803-4277

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Joseph G. Bywater, 2000 E. Edgewood Drive, Suite 108 B, Lakeland, Florida, 33803.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this the 28th day of February, 1997.

JOSEPH G. BYWATER

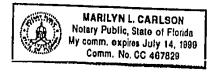
STATE OF FLORIDA COUNTY OF POLK

I hereby certify that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Joseph G. Bywater, whose signature is being notarized, who is personally known to me, and who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Witness my hand and official seal at Lakeland, Polk County, Florida, this the 28th day of February, 1997.

NOTARY PUBLIC

Commission Expires Commission Number Notary Seal



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT FINANCIAL DOCTOR, INC.

WITH ITS PLACE OF BUSINESS AT: LAKELAND, POLK COUNTY, FLORIDA

HAS NAMED: JOSEPH G. BYWATER

LOCATED AT: 2000 E. EDGWOOD DRIVE - SUITE 108B

CITY OF LAKELAND, STATE OF FLORIDA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

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

Date: 2/28/97

Joseph G. Bywate Registered Agent