

March 25, 1997

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

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RE:

INCORPORATION OF

FINANCIAL PATHWAYS, INC. (FLORIDA DIVISION).

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation of FINANCIAL PATHWAYS, INC. (FLORIDA DIVISION).

Please arrange to have the enclosed copy 'stamped with the filing date' and returned tome. Also find enclosed a check made payable to the Secretary of State in the amount of \$70.00 which includes the statutory filing fee. Your assistance in establishing this corporation is appreciated.

Respectfully,

ROBERT J. STARR INCORPORATOR

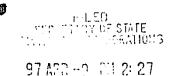
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ARTICLES OF INCORPORATION

OF



FINANCIAL PATHWAYS, INC. (FLORIDA DIVISION).

ARTICLE ONE

The name of the corporation is **FINANCIAL PATHWAYS, INC. (FLORIDA DIVISION).** The principal address of the corporation is: 1091 N.W. 10th COURT, BOYNTON BEACH, FL.33426.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) of no par value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 1091 N.W. 10th COURT, BOYNTON BEACH, FL.33426, and the name of its initial registered agent at such address is **BRUCE GAUM** I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

BRUCE GAUM

REGISTERED AGENT

ARTICLE SEVEN

The number of directors constituting the initial board of directors is three (3), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name

Mailing Address

BRUCE GAUM

1091 N.W. 10th COURT, BOYNTON BEACH, FL.33426

ROBERT J. STARR

5370 MEADOW LANE, STAGECOACH, NV.89429

FLOYD PRISZNER

975 RYLAND STREET, SUITE 107 RENO NV. 89502

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statue.

ARTICLE NINE

The name and address of each incorporator is:

Name

Mailing Address

ROBERT L STARR

5370 MEADOW LANE, STAGECOACH, NV 89429

ROBERT J. STARR, Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.