11327-4310 STN CLEHEWATER FZ 3462)

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Examiner's Initials

ARTICLES OF INCORPORATION

OF

WESTCOAST ASSET MANAGEMENT GROUP, INC.

ARTICLE I

Name

1.1 The name of the corporation is WESTCOAST ASSET MANAGEMENT GROUP, INC.

ARTICLE II

Duration

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

ARTICLE III

Purpose

3.1 This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

4.1 This corporation is authorized to issue 7500 shares of stock of \$1.00 par value common stock.

ARTICLE Y

Preemptive Rights

5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent

6.1 The street address of the initial registered office of this corporation is 11327 - 43rd Street N., Clearwater, Florida 34622 and the name of the initial registered agent of this corporation is Steven Marciano.

ARTICLE VII

Principal Office and Malling Address

7.1 The initial principal office of this corporation is located at 11327 - 43rd Street N., Clearwater, Florida 34622 and the corporation's initial mailing address shall be the same.

ARTICLE VIII

Initial Board of Directors

- 8.1 This corporation shall have one (1) director initially.
- 8.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).
- 8.3 The name and address of the initial director of this corporation is:

RICHARD J. FABRIZI, JR. 11327 - 43RD STREET N. CLEARWATER, FL 34622

ARTICLE IX

Incorporators

9.1 The name and address of the person signing these Articles is:

RICHARD J. FABRIZI, JR. 11327 - 43RD STREET N. CLEARWATER, FL 34622

ARTICLE X

Indemnification

10.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly, or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE XI

Amendment.

11.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to the reservation.

IN WITNESS WHEREOF, the Articles of Incorporation on _		r has executed these, 1997.	
	Luha	THales	
	RICHARD J. FA Incorporator	ABRIZI, JR.	<i>)</i> -,

STATE OF FLORIDA COUNTY OF PINELLAS

THE FORGOING instrument was acknowledged before me this 12114 day of May, 1997 by RICHARD J. FABRIZI, JR., who is personally known to me or who has produced Personally known as identification and who did (did not) take an oath.



Name: Melisa Jønes
NOTARY PUBLIC
State of Florida at Large
Comm. No. 6 193 194 1
My Commission Expires: 3.2301

DIVISION OF CORPORATIONS

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CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for WESTCOAST ASSET

MANAGEMENT GROUP, INC., at the registered office designated in the Articles of
Incorporation, the undersigned hereby accepts the designation of Registered Agent.

STEVEN MARCIANO

STATE OF FLORIDA COUNTY OF PINELLAS

SWORN TO AND SUBSCRIBED before me this 12 114 day of May, 1997, by STEVEN MARCIANO, who is personally known to me or who has produced Personally known to me or as identification and who did (did not) take an oath.

Molisa Jones
My Commission CC63194
Expires March 71

Name: Melisa Jones /
NOTARY PUBLIC
State of Florida at Large
Comm. No.: CC @3 1941

My Commission Expires: 3 23 01