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NAME: HOLYFIELD FINANCIAL SERVICES, INC.
AUDIT NUMBER.....H97000013087
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**ARTICLES OF INCORPORATION
OF
HOLYFIELD FINANCIAL SERVICES, INC.**

(A)

The undersigned subscribers to these Articles of Incorporation hereby form a corporation under the Florida General Corporation Act, as amended.

ARTICLE I - NAME OF THE CORPORATION

The name of the corporation shall be HOLYFIELD FINANCIAL SERVICES, INC.

ARTICLE II - PURPOSE OF THIS CORPORATION

The corporation is organized for any and all legal purposes under Florida Statutes.

ARTICLE III - ADDRESS OF THE CORPORATION

The principal mailing office of the corporation shall be: 1601 Forum Place, Suite 801, West Palm Beach, Florida 33401.

ARTICLE IV - SHARES

The corporation shall be authorized to issue ten thousand (10,000) shares of common voting stock each of which with a par value of one and no/100 dollars (US \$1.00).

ARTICLE V - REGISTERED AGENT AND OFFICE

The initial registered agent and registered office of the corporation shall be: James R. Holyfield, 1601 Forum Place, Suite 801, West Palm Beach, Florida 33401.

Prepared by:
John T. Paxman
1601 Forum Place, Suite 801
W. Palm Beach, FL 33401
(561)712-8700
FBN 867039

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CORPORATION
STATE OF FLORIDA

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ARTICLE VI - INCORPORATORS

The incorporators of this corporation and their addresses are as follows: James R. Holyfield, 1601 Forum Place, Suite 801, West Palm Beach, Florida 33401.

ARTICLE VII - DIRECTORS

The initial board of directors shall consist of the following individuals: James R. Holyfield, 1601 Forum Place, Suite 801, West Palm Beach, Florida 33401.

ARTICLE VIII - DATE OF EXISTENCE

The date when the corporate existence for this corporation shall begin shall be the date of the filing of these articles of incorporation.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the Shareholders. Bylaws shall be adopted, amended or repealed as provided therein.

This 8th day of August 1997.

BY: James R. Holyfield
James R. Holyfield
Incorporator

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of §§ 607.0501 or 617.0501, 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: Holyfield Financial Services, Inc.
2. The name and address of the registered agent and office is: James R. Holyfield, 1601 Forum Place, Suite 801, West Palm Beach, Florida 33401.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

James R. Holyfield
James R. Holyfield, Registered Agent

August 8, 1997
Date

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