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Charter Number Only

VALIDATION ONLY

Requestor's Name
Address
City State ZIP Phone

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*****70.00 *****70.00

CORPORATION(S) NAME

Reed Financial Group, Inc.



Empire Toll Free: 1-800-432-3028

97 AUG 20 AM 11:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies |
| <input type="checkbox"/> Certificate Under Seal | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up | <input type="checkbox"/> Mail Out |

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97 AUG 20 AM 10:21
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
REED FINANCIAL GROUP, INC..

* * * * *

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97 AUG 20 AM 11:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

NAME

The name of this corporation shall be REED FINANCIAL GROUP, INC.

ARTICLE II

DURATION

The corporation shall have perpetual existence beginning with the date of acceptance of the corporation by the Secretary of State of the State of Florida.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of business financial planning and for the purpose of transacting any or all lawful business within or without the State of Florida, and to have all powers conferred upon the corporation by the laws of the State of Florida.

ARTICLES OF INCORPORATION

ARTICLE IV

CAPITAL STOCK

The capital stock of this corporation shall consist of one thousand (1000) shares of common stock of one dollar (\$1.00) par value, fully paid and non-assessable.

ARTICLE V

INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND AGENT

The initial principal office of this corporation shall be located at 100 South Military Trail, Deerfield Beach, FL 33438, and the name and address of the initial registered agent of this corporation shall be J. Merritt, 100 S. Military Trail, Deerfield Beach, FL 33438.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall initially have two (1) directors. The number of directors may be changed from time to time by the by-laws but shall never be less than one (1). The names and addresses of the directors are:

J. Merritt
100 S. Military Trail
Deerfield Beach, FL 33438

Steven M. Fassberg
100 S. Military Trail
Deerfield Beach, Fl 33438

ARTICLES OF INCORPORATION

ARTICLE VII

SPECIAL PROVISIONS

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at, or after such meeting.

B. There shall be a President, a Vice-President, a Secretary, and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

ARTICLES OF INCORPORATION

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such persons or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation in which he may be in anywise interested.

ARTICLES OF INCORPORATION

ARTICLE VIII

OFFICERS

The officer(s) of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

J. Merritt (President & Treasurer)
100 S. Military Trail
Deerfield Beach, FL 33438

Steven M. Fassberg (Vice President &
Secretary)
100 S. Military Trail
Deerfield Beach, FL 33438

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is:

J. Merritt
100 S. Military Trail
Deerfield Beach, FL 33438

ARTICLE X

AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

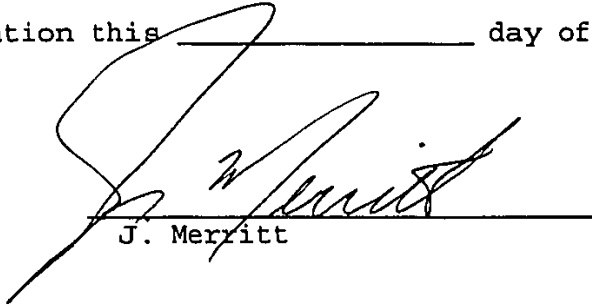
ARTICLE XI

COMMENCEMENT

This corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

ARTICLES OF INCORPORATION

IN WITNESS WHEREOF, the undersigned incorporator has subscribed
to these Articles of Incorporation this _____ day of
_____, 1997.


J. Merritt

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this _____
day of _____, 1997.

Notary Public

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT my appointment as Registered Agent of the above
corporation, this _____ day of _____, 1997.


J. Merritt

ARTICLES OF INCORPORATION

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act:

First - That REED FINANCIAL GROUP, INC.
(Name of Corporation)
desiring to organize under the laws of the state of FLORIDA
(State)
with its principal office, as indicated in the articles of
incorporation at City of DEERFIELD County
(City)
of BROWARD, State of FLORIDA
(County) (State)
has named J. MERRITT
(Name of Resident Agent)
located at 100 S. MILITARY TRAIL
(Street address and number of building,
Post Office Box address not acceptable)
City of DEERFIELD BEACH, FL 33438, County of BROWARD
(City) (County)
State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate. I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

By J. Merritt
Signature
(Resident Agent)

FILED
97 AUG 20 AM 11:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA