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October 30, 1997

Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, FL 32314

RE: FILING ARTICLES OF ORGANIZATION FOR LaBARBERA FINANCIAL
GROUP, INC.

Dear Sir or Madam:

Enclosed please find:

600002336876--8
-11/03/97-01164--002
*****70.00 *****70.00

(1) Executed Articles of Organization for LaBarbera
Financial Group, Inc.

(2) Designation of Registered Agent/Office for LaBarbera
Financial Group, Inc.

(3) Check in the amount of \$70.00 payable to Department of
State.

Please return your acknowledgment to my attention. Thank
you for your assistance.

Sincerely yours,

Robert Rio

RR/sl

FILED
97 NOV -3 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QN 11-4-97

**ARTICLES OF INCORPORATION
FOR
LaBarbera Financial Group, Inc.**

FILED
97 NOV -3 PM 4 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be: LaBarbera Financial Group, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Mailing address: 3802 Ehrlich Rd., Ste. 306
Tampa, FL 33624

Business address: 3802 Ehrlich Rd., Ste. 306
Tampa, FL 33624

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000.

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

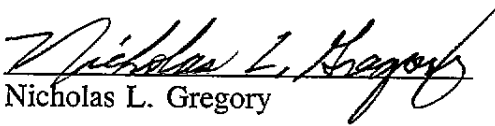
Robert Rio, Attorney at Law
13575 58th St. N., Ste. 102
Clearwater, FL 34620

ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

Nicholas L. Gregory
2849 Executive Drive, Ste. 160
Clearwater, FL 33762

The undersigned incorporator has executed these Articles of Incorporation this 27th day of October, 1997.


Nicholas L. Gregory

**DESIGNATION OF
REGISTERED AGENT
AND
REGISTERED OFFICE
FOR
LaBarbera Financial Group, Inc.**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation submits the following statement in designating the Registered Agent and Registered Office in the state of Florida:

1. The name of the corporation is: LaBarbera Financial Group, Inc.
2. The name and address of the registered agent and office is:

Robert Rio, Esq.
13575 58th St. N., Ste. 102
Clearwater, FL 34620

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.

Date: October 30, 1997


Robert Rio, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA