



THE UNITED STATES
CORPORATION
COMPANY

P97800108851

ACCOUNT NO. : 072100000032

REFERENCE : 652298 81579A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizut

ORDER DATE : December 30, 1997

ORDER TIME : 10:02 AM

ORDER NO. : 652298-005

300002385813--4

CUSTOMER NO: 81579A

CUSTOMER: L. A. Gornto, Jr., Esq
L. A. GORNTO, JR., ESQ

Suite 400
149-f South Ridgewood Avenue
Daytona, FL 32114

DOMESTIC FILING

NAME: CITADEL GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS

12-30-97
105

ARTICLES OF INCORPORATION

OF

CITADEL GROUP, INC.

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

ARTICLE I
NAME

The name of this corporation shall be:

Citadel Group, Inc.

ARTICLE II
PRINCIPAL OFFICE

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

770 W. Granada Blvd, Suite 250
Ormond Beach, Florida 32174

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000 shares consisting of (1,000) voting common shares having a par value of \$1.00 per share, and (1,000) nonvoting common shares having a par value of \$1.00 per share, with the consideration to be paid for each share to be in cash, property or services actually performed, as may be fixed by the Board of Directors. Each class of shares shall be identical in all respects, except that the nonvoting shares shall carry no right to vote for the election of Directors of the corporation, and no right to vote on any matter presented to the Shareholders for their vote or approval, except only as the laws of the State of Florida require that voting rights be granted to such nonvoting shares.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 149-F S. Ridgewood Avenue, Daytona Beach, Florida 32114, and the name of the initial registered agent of the corporation at that address is L. A. Gornto, Jr., Esq.

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ARTICLE V
TERM OF EXISTENCE

This corporation shall commence December 30, 1997, and shall have perpetual existence.

ARTICLE VI
NUMBER OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this corporation. The Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by the Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VII
DIRECTORS

The names and addresses of the initial Directors of this corporation, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

<u>Name</u>	<u>Address</u>
David L. Butler	770 W. Granada Blvd., Suite 250 Ormond Beach, FL 32174
Derrick R. Mims	770 W. Granada Blvd., Suite 250 Ormond Beach, FL 32174

ARTICLE VIII
OFFICERS

The names and addresses of the initial Officers of this corporation, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

<u>Name and Address</u>	<u>Office</u>
David L. Butler 770 W. Granada Blvd., Suite 250 Ormond Beach, FL 32174	President

Derrick R. Mims
770 W. Granada Blvd., Suite 250
Ormond Beach, FL 32174

Secretary and Treasurer

ARTICLE IX INCORPORATOR

The name and street address of the incorporator signing these articles are:

Name

Address

L. A. Gornito, Jr., Esq.

149-F S. Ridgewood Avenue
Daytona Beach, FL 32114

ARTICLE X AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Any right conferred by these Articles of Incorporation upon the Shareholders is subject to this reservation.

ARTICLE XI BYLAWS

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in the Board of Directors.

ARTICLE XII INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by the law.

The undersigned incorporator has executed these Articles of Incorporation this 29th day of December, 1997.

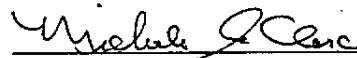


L. A. Gornito, Jr.

STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing Articles of Incorporation was acknowledged before me this 29th day of December, 1997, by L. A. Gornito, Jr., who is personally known to me and who did not take an oath.



Notary Public
State of Florida at Large
My Commission Expires:



MICHELE LECLERC
Notary Public, State of Florida
My Comm. Exp. Apr. 28, 1999
Comm. No. CC 446577

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

L. A. Gornito, Jr., Esq., having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



L. A. Gornito, Jr.

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