

Waterside Financial Services, Inc.

Ted Tesser, CPA\* President  
Roy Glassberg, CPA  
123 NW 13<sup>th</sup> Street, Suite 313  
Boca Raton, FL 33432  
(Certified in New York)

Telephone (800) 556-9829  
(561) 392-9232  
FAX (561) 392-2621  
With offices in New York

Department Of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: Frieda Chesser

EFFECTIVE DATE  
1-1-98

Dear Ms. Chesser,

Please find the enclosed Articles of Incorporation for Wartfrog Finances, Inc., the additional copy and a check for \$131.25. I understand from your office that an additional article is not necessary for a start date, if we state it in the first paragraph of the Articles. I again thank you for your patience.

Sincerely,

*Chari Morgenstern*

Chari Morgenstern

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-01/02/98--01076--022  
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FILED  
98 JAN -2 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Chari Morgenstern*  
12/19/98

## ARTICLES OF INCORPORATION

*The undersigned incorporator, for the purposes 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:

WARTFROG FINANCES, INC.

And this corporation shall be effective January 1, 1998

### ARTICLE II PRINCIPAL OFFICE

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

2498 Springlake Road  
Defuniak Springs, FL 32433

### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:  
200

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Roy F. Glassberg  
123 N.W. 13<sup>th</sup> Street, Suite 313  
Boca Raton, FL 33432

### ARTICLE V INCORPORATOR

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

Chari Morgenstern  
123 N.W. 13<sup>th</sup> Street, Suite 313  
Boca Raton, FL 33432

Chari Morgenstern  
Signature/Incorporator

12-29-97  
Date

(An additional article must be added if an effective date is requested.)

*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 obligation of my position as registered agent.*

[Signature]  
Signature/Registered Agent

12-29-97  
Date

98 JAN -2 PM 2:36  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

~~EFFECTIVE DATE~~  
11-1-98