

LAW OFFICES
CARTER & HOLDEN
A PROFESSIONAL ASSOCIATION

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December 29, 1997

Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

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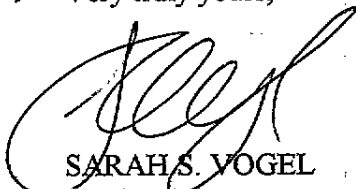
Re: David Evan Financial Group, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for DAVID EVAN FINANCIAL GROUP, INC., together with a check in the amount of \$122.50 representing the filing fee and one certified copy.

If you have any questions, please call.

Very truly yours,


SARAH S. VOGEL
Paralegal

Encs.

FILED
98 JAN -2 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1200 N. Federal Highway, Suite 312
Boca Raton, FL 33432
Boca: 561-368-9900 Broward: 954-427-0933
Facsimile: 561-368-0293

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**ARTICLES OF INCORPORATION
OF
DAVID EVAN FINANCIAL GROUP, INC.**

FILED
98 JAN -2 PM 12: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME:

The name of this corporation is: DAVID EVAN FINANCIAL GROUP, INC.

ARTICLE II

MAILING ADDRESS:

The mailing address of this corporation shall be: 2255 Glades Road, Suite 335W, Boca Raton, Florida 33431.

ARTICLE III

PURPOSE:

This corporation is organized to engage in any lawful business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK:

This corporation is authorized to issue 100 shares of Common Stock having a nominal or par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than One Dollar (\$1.00).

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT:

The name and address of the initial registered agent of this corporation are: ANTHONY C. CARUSO, 2255 Glades Road, Suite 335W, Boca Raton, Florida 33431.

ARTICLE VI

BOARD OF DIRECTORS:

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII

INITIAL DIRECTORS:

The name and address of the principals of the corporation and their titles are:

ANTHONY C. CARUSO President, Secretary, Treasurer

ARTICLE VIII

INCORPORATOR:

The name and address of the person signing these Articles are: ANTHONY C. CARUSO, 2255 Glades Road, Suite 335W, Boca Raton, Florida 33431.

ARTICLE IX

INDEMNIFICATION:

The corporation shall indemnify any officer or director or any former officer or director to the extent permitted by law.

ARTICLE X

AMENDMENT:

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI

CONFLICT OF INTEREST:

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any shareholder or officer of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with the said person, persons, firm, or corporation and each and every person who may become an officer, shareholder, or fiduciary of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may in any way be interested.

IN WITNESS WHEREOF, the undersigned Incorporator executes these Articles of Incorporation this 29th day of December, 1997.


ANTHONY C. CARUSO, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this 29th day of December, 1997, by ANTHONY C. CARUSO, who is personally known to me or who has produced _____ as identification.



NOTARY PUBLIC

MY COMMISSION EXPIRES:



ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as Registered Agent of: DAVID EVAN FINANCIAL GROUP, INC., and my address for that purpose is: 2255 Glades Road, Suite 335W, Boca Raton, Florida 33431.


ANTHONY C. CARUSO

FILED
98 JAN -2 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA