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Department of State
Division of Corporations/Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

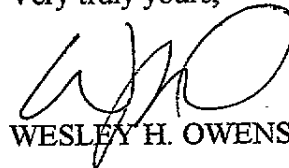
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*****70.00 *****70.00

Re: Financial Education Centers, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the articles of incorporation and designation of registered agent for Financial Education Centers, Inc. A check for \$70 is also enclosed.

Very truly yours,


WESLEY H. OWENS

Enclosures: Articles of Incorporation
Designation of Registered Agent

cc: Larry McLean

FILED
98 JAN -9 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-1-12-98

**ARTICLES OF INCORPORATION OF
FINANCIAL EDUCATION CENTERS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE. NAME. The name of the corporation is Financial Education Centers, Inc.

ARTICLE TWO. PRINCIPAL OFFICE. The street address of the initial principal office of the corporation is 4440 Saddlehorn Trail, Middleburg, Florida 32068.

ARTICLE THREE. CORPORATE DURATION. The duration of the corporation is perpetual.

ARTICLE FOUR. PURPOSE OR PURPOSES. The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FIVE. CAPITALIZATION. The aggregate number of shares which the corporation is authorized to issue is one thousand. Such shares shall be of a single class and shall be without par value.

ARTICLE SIX. REGISTERED OFFICE AND AGENT. The street address of the initial registered office of the corporation is 351 Crossings Blvd., Suite 1022, Orange Park, Florida 32073, and the name of its initial registered agent at such address is Wesley H. Owens.

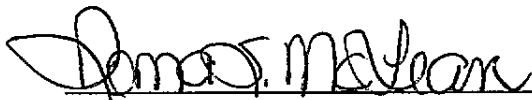
ARTICLE SEVEN. DIRECTORS. The number of directors constituting the corporation's initial board of directors is one. The name and address of each person who is to serve as a member of the initial board of directors is:

Donna S. McLean	4440 Saddlehorn Trail, Middleburg, Fla. 32068
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ARTICLE EIGHT. INCORPORATORS. The name and address of each incorporator is:

Donna S. McLean	4440 Saddlehorn Trail, Middleburg, Fla. 32068
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EXECUTED by the undersigned at 4440 Saddlehorn Trail, Middleburg, Fla. 32068 on January 5, 1998.


Donna S. McLean

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TALLAHASSEE, FLORIDA

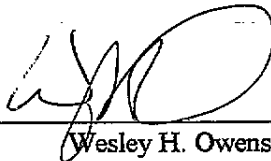
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. The name of the corporation is Financial Education Centers, Inc.
2. The name and address of the registered agent and office is: Wesley H. Owens, 351 Crossings Blvd., Suite 1022, Orange Park, Florida 32073.

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.

DATED January 5, 1998.



Wesley H. Owens

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