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18 FEBRUARY 1998

98 FEB 19 PM 1:52

FLORIDA DEPARTMENT OF STATE
409 E GAINES ST.
TALLAHASSEE, FL. 32399

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Dear Sir:

Please find enclosed articles of incorporation that I have FEDEX
EXPRESSED to you. Please expedite and return to me via FED EX N
EXPRESS TO:

DON KNUDSEN
SUITE 103
852 FIRST AVE. SOUTH
NAPLES , FL. 34102

Please return the certified copy of the articles by way of FEDERAL
EXPRESS. Please find my FEDEXP BILL enclosed to cover return
shipping.

Sincerely:


DON KNUDSEN

Please find enclosed, Articles Of Incorporation for FIRST FINANCIAL
GROUP RESOURCES INC. Please contact me if you have any further
questions at 941-262-8874.

P. Hall
FEB 20 1998

ARTICLES OF INCORPORATION

FILED

98 FEB 19 PM 1:52

I, THE UNDERSIGNED, hereby submit to Incorporation under the laws of the State of STATE Florida, providing for the formation, liability, rights, privileges and immunities of corporations for profit, the corporation named in Article I below. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I, NAME

The name of this Corporation shall be:

FIRST FINANCIAL GROUP RESOURCES INC.

ARTICLE II, NATURE OF BUSINESS

This Corporation may engage in any activities permitted under the laws of the United States and of the State of Florida.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is Seventy-Five Hundred (7500) shares of common stock, of \$1.00 par value, which shall be documented fully paid and non-assessable, and further, which shall be Section 1244 stock as defined by the Internal Revenue code.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than one hundred (\$100) dollars.

ARTICLE V, TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the State of the principal office of the Corporation shall be:

SUITE 103
852 FIRST AVENUE SOUTH
NAPLES, FL . 34102

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII, INITIAL BOARD OF DIRECTORS

The Corporation shall have one Directors initially. The number of Directors may be either increased or diminished in accordance with the by-laws adopted by the shareholders but never be less than one. The name and address of the initial Director of this Corporation is:

DONALD KNUDSEN
852 FIRST AVENUE SOUTH #103
NAPLES, FL. 34102

ARTICLE VIII, INCORPORATORS

The name and address of the incorporators are:

DONALD KNUDSEN
852 FIRST AVENUE SOUTH #103
NAPLES, FL. 34102

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X, AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.

ARTICLE XI, SUB CHAPTER S CORPORATION

This Corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

FILED

ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE PM 1:52

The Registered Agent, Donald Knudsen, 852 First Avenue South #103, Naples, FL 34102, accepts this position as signed below: SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Donald Knudsen
DONALD KNUDSEN

The registered Office will be located at 852 First Avenue South, #103, Naples, FL 34102

Donald Knudsen
DONALD KNUDSEN

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

Donald Knudsen
DONALD KNUDSEN

IN WITNESS WHEREOF, the undersigned as subscribing incorporators, have hereinto set my hand and seal this 18th day of February 1998, for the purpose of forming this Corporation under the Laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Donald Knudsen
DONALD KNUDSEN

SWORN TO AND SUBSCRIBED BEFORE ME

THIS 18 DAY OF Feb. 1998

Cathy A. Denton

NOTARY PUBLIC
MY COMMISSION EXPIRES



Cathy A. Denton
MY COMMISSION # CC611490 EXPIRES
February 23, 2001
BONDED THRU TROY FAIR INSURANCE, INC.