

ALLBRITTON AND GANT, P. A.
ATTORNEYS AND COUNSELORS AT LAW

JOHN LEWIS ALLBRITTON
FREDERICK J. GANT*

*FLORIDA & ALABAMA BAR

322 WEST CERVANTES STREET
POST OFFICE BOX 12322
PENSACOLA, FLORIDA 32501
(850) 433-3230
FAX (850) 434-8158

P98000068899

July 22, 1998

400002601124--3
-07/29/98--01016--012
****122.50 ****122.50

Florida Department of State
Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

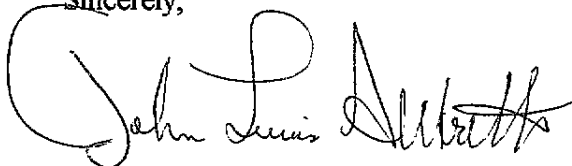
**Re: Articles of Incorporation
AYS Financial Services, Inc.**

Dear Madam/Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation to be filed along with my check in the amount of \$122.50 which represent filing costs for the above-referenced Corporation. Once the document has been filed, please return a copy to this office.

If you have any questions, please do not hesitate to contact me at the above number.

Sincerely,



JOHN LEWIS ALLBRITTON
JLA/eaf
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -6 AM 7:56

080798



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 31, 1998

ALLBRITTON AND GANT, P.A.
POST OFFICE BOX 12322
PENSACOLA, FL 32501

SUBJECT: AYS FINANCIAL SERVICES, INC.
Ref. Number: W98000017464

We have received your document for AYS FINANCIAL SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 498A00040341

ARTICLES OF INCORPORATION

FOR

AYS FINANCIAL SERVICES, INC.

A CORPORATION FOR PROFIT

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
98 AUG -6 AM 7:56

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

I. NAME

The name of the corporation is **AYS FINANCIAL SERVICES, INC.**, and the address of the corporation's principal office is **Two North Palafox Street, Suite 221, Pensacola, Florida 32501.**

II. TERM

The period of duration of the corporation is perpetual.

III. PURPOSE

The purpose or purposes for which the corporation is organized are to provide financial consultations and to do all other things incidental to such or connected with such that are not forbidden by the Florida Corporation Laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign county, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign county; and further, to engage in any other activity or business permitted under the laws of the United States and of this state.

IV. CAPITAL STOCK

(a) Authorized Shares. 500 shares of capital stock at \$1.00 per share (\$1.00 par value).

(b) Initial Issues. 500 shares at \$1.00 par value.

(c) Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be stated capital of the corporation at any particular time

(d) Restriction on Transfer of Shares. None of the shareholders of the corporation shall make any transfer of stock unless he or she shall have first offered those shares to the corporation and to the other shareholders of the corporation in the manner and to the extent hereafter set forth.

1. Every offer shall be in writing.

2. The corporation shall have a prior option to purchase the stock by notice of acceptance to offeror within thirty (30) days after notice of transfer. Upon failure of the corporation to exercise its options to so purchase the shares of the stock, the non-offering shareholders of the corporation shall have the option exercisable within forty-five (45) days of notice of the offer of transfer of stock to purchase the stock in the proportion in which the stock then owned by each of them bears to all issued and outstanding stock of the corporation, excluding the stock of the offeror and that of his spouse or his children. The option granted under this paragraph may be exercised by the corporation or purchasing shareholder by giving written notice to the offeror of their intention to exercise the option, within the period of time specified.

3. This agreement shall be binding upon the heirs, guardians, personal representatives and assigns of each of the shareholders.

(e) Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

(f) Capital Structure - Corporation. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock will be issued and transferred only to (1) natural persons, (2) Estates, or (3) a trust as described in Title 26 United States Code 1371 defining a qualified small business corporation. In addition no stock shall be issued or transferred to a non-resident alien.

V. REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the corporation is Two North Palafox Street, Suite 221, Pensacola, Florida 32501 and the name of the initial registered agent at such address is **JACQUELINE MILES**.

VI. DIRECTORS

a) The Board of Directors shall consist of not more than seven (7) members and

not less than three (3) members, who need not be resident of the State of Florida or shareholders of the corporation.

b) The name and address of the person who will serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, is as follows:

Jacqueline M. Miles
President

651 East Avery Street
Pensacola, FL 32503

Arvonne Ladson
Vice President

4766 South Salida
Denver, CO 30001

Ladonna Williams
Secretary

651 East Avery Street
Pensacola, FL 32503

Zeddie L. Williams, II
Treasurer

651 East Avery Street
Pensacola, FL 32503

VII. INCORPORATOR

The name and address of the initial incorporator is:

Jacqueline M. Miles

651 East Avery Street
Pensacola, FL 32503

VIII. SHAREHOLDERS ACTION

A majority of the stockholders of the corporation shall be required for any shareholder action.

IX. AMENDMENTS

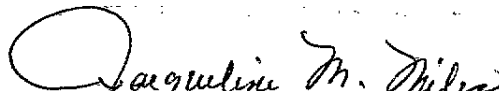
The shareholders shall have the power to amend, adopt, alter, change, or repeal the Articles of Incorporation when proposed or approved at a shareholders meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at Pensacola, Escambia County, Florida, on this 29th day of June, 1998.


JACQUELINE M. MILES

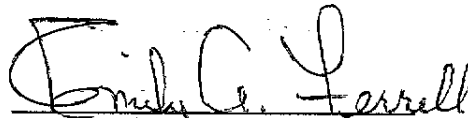
ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


JACQUELINE M. MILES

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me on this 29th day of June, 1998 by JACQUELINE M. MILES who is personally known to me and who did take an oath.


EMILY A. FERRELL
NOTARY PUBLIC
My Commission Expires:

THIS INSTRUMENT PREPARED BY:

JOHN LEWIS ALLBRITTON
ALLBRITTON & GANT, P.A.
Attorneys At Law
322 West Cervantes Street
Post Office Box 12322
Pensacola, Florida 32581
(850) 433-3230



98 AUG -6 AM 7:56

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS