

WOLFE, YOUNG, & O'BAKER & COMPANY *Accountants & Tax Consultants*

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July 23, 1998

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

Re: Kensington Financial Services, Inc.

To Whom It Concerns:

Enclosed please find \$70.00 check for Filing Fees (\$35.00) and Registered Agent Designation (\$35.00) for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

WOLFE, YOUNG, O'BAKER & COMPANY

Robert W. Wolfe

(computer signed in order to avoid delay)

Robert W. Wolfe

RWW/bjs

Enclosures

cc: Audrey Smith

APPROVED
AND
FILED
98 AUG 10 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WYO

B. BROCK AUG 12 1998

Articles of Incorporation *of* Kensington Financial Services, Inc.

Article I - Name

The name of the corporation is: Kensington Financial Services, Inc.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other State, country, territory or nation.

Article IV - Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 552 South Pine Meadow Drive, Debary, FL 32713, and the name of the initial registered agent of this corporation at that address is: Audrey T. Smith.

Article VII - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The name and address of the Initial Director is: Audrey T. Smith, 552 South Pine Meadow Drive, Debary, FL 32713.

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: Audrey T. Smith, at 552 South Pine Meadow Drive, Debary, FL 32713.

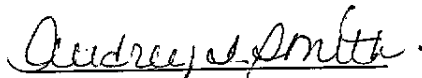
Article IX - Initial Officers

The names and addresses of initial officers shall be Audrey T. Smith, 552 South Pine Meadow Drive, Debary, FL 32713, President, Secretary and Treasurer.

Article X - By-Laws

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 24th day of August, A.D., 1998.


Audrey T. Smith - Incorporator

State of Florida
Department of State

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

The following is submitted in compliance with Section 48.091, Florida Statutes.

Kensington Financial Services, Inc., a corporation organized under the laws of the State of Florida, with its principal office at: 552 South Pine Meadow Drive, Debary, FL 32713, has named Audrey T. Smith of 552 South Pine Meadow Drive, Debary, FL 32713, as its Agent to accept service of process within this State.

Kensington Financial Services, Inc.

BY Audrey T. Smith
Audrey T. Smith, Incorporator

A C C E P T A N C E

Having been named to accept service of process for the above-stated corporation, at the designated place 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.

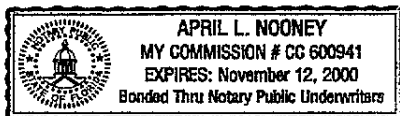
Audrey T. Smith
Audrey T. Smith, Resident Agent

STATE of FLORIDA
COUNTY OF Seminole:

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, Audrey T. Smith, well-known to me, who, after first being duly sworn by me, deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are all true, accurate and correct.

Audrey T. Smith
Audrey T. Smith

SWORN and SUBSCRIBED to before me this 9th day of August, A.D., 1998.



April L. Nooney
April L. Nooney
Notary Public, State of Florida
AT LARGE

My Commission Expires: (N.P.Seal)

98 AUG 10 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED