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Frederick Graves

& Private Counsel &

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Jensen Beach, Florida 34957

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13 August 1998

Florida Secretary of State
Domestic Corporation Filings Section
Post Office Box 6327
Tallahassee, Florida 32314

300002619563--3
-08/19/98-01012-011
*****70.00 *****70.00
EFFECTIVE DATE
08-17-98

Attn: New Filings

Re: Harbor Group Financial, Inc.

Dear Secretary,

Submitted herewith for filing are the articles of incorporation and designation of resident agent for the abovenamed corporation.

Enclosed is my client's check for \$70 to cover the filing fee. No certified copy is needed.

Please notify my office by regular mail of the date and file number of this filing.

If you require anything further, please contact me *directly* before returning any documents.

Thank you.

Respectfully,

c.c. Harbor Group Financial, Inc.
c/o Beverly Tedder, Incorporator



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 19 PM 3:02

**Articles of Incorporation
of
Harbor Group Financial, Inc.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 AUG 19 PM 3:02

The undersigned, acting as general incorporator under statutory provisions of the Florida General Corporation Act (Chapter 607, Florida Statutes) hereby declares, adopts, ratifies, and gives notice of the following articles of incorporation:

ARTICLE I: Name and Principal Place of Business

The name of this corporation is Harbor Group Financial, Inc. The initial principal place of business shall be 701 North Federal Highway, Stuart, Florida 34994 (Phone 561 / 692-3368).

ARTICLE II: Commencement and Duration

This Corporation shall commence in existence upon the date last herein appearing. If filing is delayed so that more than five (5) days have elapsed from said date hereof and the filing by the Secretary of State, then in that event this Corporation shall be deemed to have commenced on that date five (5) days prior to its being filed with the Secretary. Anything to the contrary contained herein notwithstanding, it is the incorporator's intent that this Corporation commence in existence upon the date last herein appearing, being the date of actual creation. This Corporation shall exist perpetually after filing or until sooner terminated by lawful act of its shareholders and directors.

EFFECTIVE DATE

08-17-98

ARTICLE III: Purpose

The purpose for which this corporation is organized is to engage in any activity permitted to for-profit corporations having their principal offices in this State, particularly but not limited to the operation of sales management services to the public. A principal focus of the corporation initially shall be to develop capital for the benefit of the corporation's clientele.

ARTICLE IV: Authorized Shares

1. Number. The aggregate number of shares that the corporation shall have the authority to initially issue is 100,000 shares of capital stock with a par value of one cent (\$0.01) per share.

2. Subscription. Beverly Tedder (5300 South Indian River Drive, Fort Pierce, Florida 34982 (561/465-5125) as trustee of the Tedder Trust under an agreement and declaration of trust dated the 17th day of AUGUST 1998, having given good and sufficient consideration therefor in the form of cash, has subscribed and does subscribe for the acquisition of all 100,000 shares of the new corporation at par.

3. Stated Capital. The sum par value of all shares of capital stock of the corporation that shall have been issued at any particular time shall be the stated capital of the corporation on the books at any such time.

4. Dividends. The holders of issued shares of capital stock shall be entitled to receive, when and as declared by the directors, annual or quarterly dividends payable either in cash, in property, or issuable shares of the corporation according as the directors shall resolve.

5. No Classes of Stock. The shares of this corporation shall not be divided into classes; there shall be but one class of stock in this corporation, i.e., voting common stock capital shares.

6. No Shares in Series. The corporation is not authorized to issue shares in series.

ARTICLE V: Registered Agent

The initial registered agent of the Corporation is: Earl Moseley, whose business address at which he will accept service of process for the corporation is 5300 South Indian River Drive, Fort Pierce, Florida 34982 (561/465-5125), and his acceptance of appointment is filed herewith and made a part hereof by reference.

ARTICLE VI: Number of Directors

The number of duly elected directors of this corporation shall be not less than one.

ARTICLE VII: Incorporation Director

The name and address of the person who shall serve as incorporation director is Beverly Tedder, who shall serve in the capacity of temporary director until the organizational meeting, at which meeting she shall appoint a president and secretary *pro temp* who shall by her authority and at her direction issue subscribed shares of the corporation's common stock for value received, whereupon the new shareholders will elect her permanent replacement to serve and hold office as duly elected director thereafter in accordance with Florida Law, these articles, and the by-laws of the corporation. Upon taking office, the duly elected director shall ratify all prior acts and accept the immediate resignation of the incorporation director, who shall thereafter have no further powers or obligations.

ARTICLE VIII: Incorporator

The name and address of the incorporator is: Beverly Tedder, 5300 South Indian River Drive, Fort Pierce, Florida 34982 (561/465-5125).

ARTICLE IX: Amendment of Articles

The shareholders shall have power to adopt, amend, or repeal these articles of incorporation when proposed and approved at a duly noticed shareholders meeting.


ARTICLE X: Pre-Emptive Rights

Shareholders shall have no pre-emptive rights to purchase additional shares.

ARTICLE XI: Cumulative Voting

Shareholders shall vote their shares directly; i.e., there shall be no cumulative voting of shares.


IN WITNESS WHEREOF Beverly Tedder declares these Articles of Incorporation for Harbor Group Financial, Inc., hereunder setting her hand and giving her further affidavit of this declaration the 17 day of AUGUST 1998.



Beverly Tedder, Incorporator

STATE OF FLORIDA]
COUNTY OF MARTIN]

BEFORE ME, the undersigned authority, personally appeared Beverly Tedder, who being by me first duly sworn or affirmed and identified by Florida Drivers License as the person described hereinabove, did execute the foregoing in my presence as incorporator for Harbor Group Financial, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal the date last hereinabove appearing.


Notary Public, State of Florida at Large
AUGUST 17, 1998

 Harrison James Logan
My Commission CC872307
Expires August 17, 2001

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

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

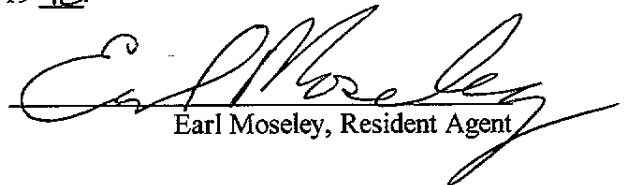
WITNESSETH that *Harbor Group Financial, Inc.* desiring to organize under the laws of the State of Florida has named its registered agent to accept service of process within this State and its principal office as indicated in the Articles of Incorporation as: Earl Moseley, whose business address at which he will accept service of process for the corporation is 5300 South Indian River Drive, Fort Pierce, Florida 34982 (561/465-5125), and his acceptance of appointment is filed herewith and made a part hereof by reference.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the abovenamed corporation at the place designated in this certificate, I hereby accept such appointment to act in this capacity effective the date last hereinappearing and agree to comply with the provisions of said act relative to keeping open said office.

I understand and accept the obligations of registered agents as provided for in §607.325 Florida Statutes.

EXECUTED this 17 day of AUGUST 19 98.


Earl Moseley, Resident Agent


STATE OF FLORIDA]
COUNTY OF MARTIN]

BEFORE ME personally appeared Earl Moseley who, being by me first duly sworn or affirmed and identified by Florida Drivers License, did execute the foregoing in my presence as resident agent.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at MARTIN COUNTY, FL
Florida this 17 day of AUGUST 19 98.


Notary Public, State of Florida at Large

My commission number is: _____
My commission expires; _____

 Harrison James Logan
My Commission CC672307
Expires August 17, 2001

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
98 AUG 19 PM 3:02