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ATTORNEYS AT LAW

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Division of Corporations  
SECRETARY OF STATE  
409 East Gaines Street  
Tallahassee, FL 32399

August 25, 1998-08/27/98--01027--017  
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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Filing Articles of Incorporation for:

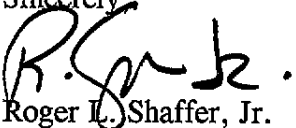
LLOYD HONICKMAN FINANCIAL SERVICES, INC.  
and  
LLOYD HONICKMAN, CPA, P.A.

Dear Sirs/Mesdames:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for each of the above referenced corporations, together with our checks to the Secretary of State in the amount of \$70.00 each, representing filing fees of \$35.00 each, and Registered Agent Designation Fee of \$35.00 each, and a postage paid return envelope.

When the Articles of Incorporation are filed, please mail a date/time stamped copy of each of the Articles of Incorporation in the enclosed envelope.

Thank you for your assistance in this matter. Do not hesitate to contact me if you have any questions or required additional information.

Sincerely  
  
Roger L. Shaffer, Jr.  
For the Firm

RLS/ms  
Enclosures.

APPROVED  
AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**LLOYD HONICKMAN FINANCIAL SERVICES, INC.**

**ARTICLE I: NAME**

The name of this corporation is **LLOYD HONICKMAN FINANCIAL SERVICES, INC.** The mailing address of the corporation is 6514 Springbottom Way, Boca Raton, Florida 33433.

**ARTICLE II: DURATION**

This corporation shall have perpetual existence.

**ARTICLE III: PURPOSE**

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act and for the purpose of manufacturing, purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

**ARTICLE IV: CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of One Cent (\$.01) par value common stock which shall be designated "Common Shares."

**ARTICLE V: PRE-EMPTIVE RIGHTS**

Every share holder, 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 issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2201 Corporate Boulevard, N.W., Suite 105, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is Roger L. Shaffer, Jr.

#### **ARTICLE VII: INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial directors of this corporation are:

Lloyd Honickman  
6514 Springbottom Way  
Boca Raton, FL 33433

#### **ARTICLE VIII: INCORPORATOR**

The name and address of the person signing these Articles is:

Roger L. Shaffer, Jr.  
2201 Corporate Boulevard, Suite 105  
Boca Raton, FL 33431

#### **ARTICLE IX: INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE X: AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned subscriber has executed these Articles of Incorporation this 25th day of August, 1998.

  
Roger L. Shaffer, Jr.

## REGISTERED AGENT CERTIFICATE

In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

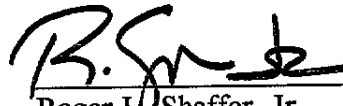
That **LLOYD HONICKMAN FINANCIAL SERVICES, INC.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Fort Lauderdale, State of Florida, has named Roger L. Shaffer, Jr., 2201 Corporate Boulevard, N.W., Suite 105, Boca Raton, Florida 33431 as its agent to accept service of process within the State of Florida.



Roger L. Shaffer, Jr.  
Incorporator

Dated: 8/25/98

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar and accept the obligations of registered agent.



Roger L. Shaffer, Jr.  
Registered Agent

Dated: 8/25/98

APPROVED  
AND  
FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA