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Jeffrey Gottfried, Tax Practitioner

Linton Office Towers - Tower B

100 Linton Blvd. - Suite 408

Delray Beach, FL 33444

(561) 276-3390 Fax (561) 276-2085

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 SEP 16 PM 12:50

September 14, 1998

Division of Incorporation

409 E Gaines Street

Tallahassee, Florida 32399

Re: Filing- New Corporation

To Whom It May Concern,

300002640763--2

-09/16/98--01043--006

****122.50 ****122.50

Enclosed are the following:

- 1) Articles of Incorporation for New Corporation
- 2) A check for \$ 122.50 representing filing fees plus a certified copy of the articles of incorporation.
- 3) A pre-paid overnite envelope to send back to my office.

Please file immediately and send back the certified copy of the articles of incorporation in the pre-paid overnight packet.

Thank you very much for your immediate attention to this matter.

Sincerely,



Jeffrey Gottfried

B. BROWN SEP 18 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 16 PM 12:50

**ARTICLES OF INCORPORATION
OF
GOTTFRIED FINANCIAL GROUP, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural Person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GOTTFRIED FINANCIAL GROUP, INC.

The principal place of business of this corporation shall be:

Linton Office Towers, 100 Linton Blvd., Suite 408B

Delray Beach, Florida 33444

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is Authorized to have outstanding at any one time is 1000 shares of common stock Having .01 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall
Be: Linton Office Towers, 100 Linton Blvd., Suite 408B, Delray Beach, Florida 33444,
And the name of the initial registered agent of the corporation at that address is
Jeffrey Gottfried.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PRE-EMPTIVE RIGHTS

Every shareholder upon the sale for case of any new stock of this
Corporation of the same kind, class, or series that which he already holds, shall
Have the right to purchase his pro rata share thereof at which it is offered to
Others.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The
Name and street address of the initial officer and director who shall hold office
for the first year of the corporation, or until his successor is elected or appointed
Is : Jeffrey Gottfried, Linton Office Towers, 100 Linton Blvd., Suite 408B, Delray
Beach, Florida 33444.


ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of
Incorporation is: Jeffrey Gottfried, Linton Office Towers, 100 Linton Blvd., Suite
408B, Delray Beach, Florida 33444.

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IN WITNESS WHEREOF, the undersigned has hereunto set his

Hand and seal on this 14 day of September, 1998.

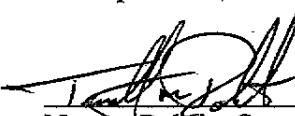

Jeffrey Gottfried
Registered Agent/Incorporator

I hereby accept and am
Familiar with the duties
Of being Registered Agent.

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 14 day

Of September, 1998 by Jeffrey Gottfried


Notary Public, State of Florida at Large
Timothy M. Roberts
Notary Public, State of Florida
Commission No. CC 616059
My Commission Exp. 1/26/2001
Bonded by High Fla. Notary Service & Bonding Co.