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McWHIRTER REEVES

ATTORNEYS AT LAW

TAMPA OFFICE:
400 NORTH TAMPA STREET, SUITE 2450
TAMPA, FLORIDA 33602-5126
P.O. BOX 3350 TAMPA, FL 33601-3350
(813) 224-0866 (813) 221-1854 Fax

PLEASE REPLY TO:
JOHN McWHIRTER
TAMPA

TALLAHASSEE OFFICE:
117 SOUTH GADSDEN
TALLAHASSEE, FLORIDA 32301
(850) 222-2525
(850) 222-5606 Fax

November 24, 1998

Florida Secretary of State
Corporations Division
W Gaines Street
Tallahassee, Florida 32302

In re: Corporate Filing
Our File # K174-14323

Dear Sir or Madam:

Enclosed is an original and a copy of the Articles of Incorporation for Corporate Finance & Investments, Inc.. a corporation for profit to be filed with the Secretary of State. I also enclose my check in the amount of \$78.75 to cover the cost of filing fees.

- 1) Filing Articles of Incorporation \$35.00
- 2) Designation of Registered Agent \$35.00
- 3) Application for Certificate of Status \$ 8.75

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*****78.75 *****78.75

Please send me the Certificate of Status after the Articles have been filed.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely Yours,

John W. McWhirter, Jr.

671-5596
Call when ready

ARTICLES OF INCORPORATION
OF
CORPORATE FINANCE & INVESTMENTS, INCORPORATED

Article I - Name

The name of the Corporation is CORPORATE FINANCE & INVESTMENTS, INCORPORATED

Article II - Principal Office

The principal office and mailing address for this Corporation is 2185 Gulf of Mexico Drive, Unit 211, Longboat Key, Florida 34228

Article III - Duration

The Corporation shall have perpetual existence.

Article IV - Purpose

This Corporation may engage in any activity or business permitted under the laws of the United States, laws of the State of Florida, and/or laws of any state within which it may be entitled to transact or engage in business.

Article V - Capital Stock

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 400 North Tampa St, Suite 2450 Tampa, Florida 33602, and the name of the initial registered agent of this Corporation is John W. McWhirter, Jr.

Article VII - Directors

The number of Directors of this Corporation shall be not less than one nor more than seven. The names and post office addresses of the members of the first Board of Directors of this Corporation who shall hold office for the first year of this existence of this Corporation or until their successors are elected and qualified, unless otherwise provided by the By-Laws are:

Ellis D Klingeman
Villa di Lancia
2185 Gulf of Mexico Drive
Longboat Key, Fl 34228

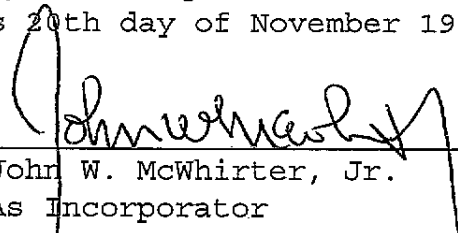
Susanne S. Klingeman
Villa di Lancia
2185 Gulf of Mexico Drive
Longboat Key, Fl 34228

Article VIII - Incorporator

The name and address of the Incorporator of this Corporation is:

John W. McWhirter, Jr.
Suite 2450
400 N. Tampa St
Tampa, Fl. 33602

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of November 1998.



John W. McWhirter, Jr.
As Incorporator

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 20th day of November 1998. by John W. McWhirter, Jr. who is personally known to me.

Lori J. Shipley
(Signature)
LORI J. SHIPLEY

(Type or Print Name)

Notary Public

My Commission Expires:

My Commission Number is:



LORI J SHIPLEY
My Commission CC479559
Expires Aug. 04, 1999
Bonded by ANB
800-852-5878

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Act relative to keeping open said office.

By:

John W. McWhirter, Jr.
John W. McWhirter, Jr.
As Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA