

P99000000916



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 087619 7170239

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Papp

ORDER DATE : January 5, 1999

ORDER TIME : 10:26 AM

ORDER NO. : 087619-005

100002730381--6

CUSTOMER NO: 7170239

CUSTOMER: Linda Topping, Paralegal
RICHARD H. LANGLEY
RICHARD H. LANGLEY
700 Almond Street

Clermont, FL 34712

DOMESTIC FILING

NAME: LANGLEY INVESTMENT ADVISORY
GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

g 1/13/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -5 PM 5:00

RECEIVED
99 JAN -5 AM 11:57

EFFECTIVE DATE

01/01/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -5 PM 5:00

ARTICLES OF INCORPORATION

of

LANGLEY INVESTMENT ADVISORY GROUP, INC.

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name and address of this corporation shall be: LANGLEY INVESTMENT ADVISORY GROUP, INC., 700 Almond Street, P.O. Box 120188, Clermont, FL 34712.

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator are:

NAME

ADDRESS

Richard H. Langley, Jr.

1875 Century Park East, Ste. 130
Los Angeles, CA 90067

The names and addresses of the Director(s) is/are:

NAME

ADDRESS

Richard H. Langley, Jr.

1875 Century Park East, Ste 130
Los Angeles, CA 90067

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- Incorporation; (a) Amendment, alteration, change or repeal of any provision of the Articles of
- (b) Reorganization, merger or consolidation of the corporation;
- corporation; or (c) Sale, lease or exchange of the major portion of the property or assets of the
- (d) Dissolution of the corporation.

ARTICLE VII
Effective Date

The effective date of this corporation's existence shall be January 1, 1999.

ARTICLE VIII
Term of Existence

This corporation shall exist perpetually.

ARTICLE IX
Directors

A. The business of the corporation shall be managed initially by a board of one (1) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE X

Registered Office and Registered Agent

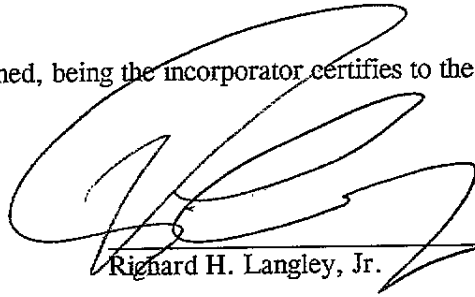
The address of the initial registered office of this corporation is 700 Almond Street, Clermont, FL 34711. The name of the Registered Agent of this corporation is Richard H. Langley, Sr., at the above office address.

ARTICLE XI

Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this December 31, 1998.



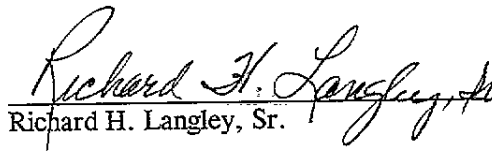
Richard H. Langley, Jr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -5 PM 5:00

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

I hereby accept to act as initial Registered Agent for LANGLEY INVESTMENT ADVISORY GROUP, INC., as stated in these Articles of Incorporation.

Dated: December 31, 1998.



Richard H. Langley, Sr.