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W. Morgan Speer
Attorney at Law
A Professional Corporation
205 Worth Avenue, Suite 201
Palm Beach, Florida 33480
Telephone: (561) 655-9478
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January 7, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-01/11/99--01125--002
*****70.00 *****70.00

Re: Windsor Financial Services, Inc.

Dear Sir or Madam:

Please find two originally executed copies of the Articles of Incorporation for the above referenced corporation, and a check in the amount of \$70 covering the fee for filing. Please return one copy to me after filing.

If you have any questions, please do not hesitate to contact me.

Sincerely,

W. Morgan Speer

W. Morgan Speer

WMS/cs
Enclosure

FILED
99 JAN 11 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-1/13/99

ARTICLES OF INCORPORATION
OF
WINDSOR FINANCIAL SERVICES, INC.

99 JAN 11 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned, acting as an incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be Windsor Financial Services, Inc.

ARTICLE II

The street address of the corporation shall be c/o W. Morgan Speer, 205 Worth Avenue, Suite 201, Palm Beach, FL 33480.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share.

All stock, when issued, shall be fully paid, and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, for a consideration having a value in the judgment of the Board of Directors of the corporation, at least equivalent to the full value of the stock issued.

ARTICLE IV

The term of existence of this corporation is perpetual.

ARTICLE V

The name and address of the incorporator is:

W. Morgan Speer, Esquire
W. Morgan Speer, P.A.
205 Worth Avenue, Suite 201
Palm Beach, Florida 33480

ARTICLE VI

The street address of the corporation's initial registered office and name of its initial registered agent at such address is as follows:

W. Morgan Speer, Esquire
W. Morgan Speer, P.A.
205 Worth Avenue, Suite 201
Palm Beach, Florida 33480

ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by Florida law.

WITNESS the hand and seal of the said incorporator this 7 day of January 1999.

W. Morgan Speer
W. Morgan Speer

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: That WINDSOR FINANCIAL SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office in the County of Palm Beach, State of Florida, has named W. Morgan Speer, Attorney at Law, located at 205 Worth Avenue, Suite 201, Palm Beach, Florida 33480, as its agent to accept service of process within this State.

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

W. Morgan Speer

W. Morgan Speer, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA