

TRANSMITTAL LETTER

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: JOHNSTON FINANCIAL GROUP, INC.

EFFECTIVE DATE

1-22-99

I enclose an original and 1 copy(ies) of the Articles of Incorporation for the above corporation and a check in the amount of \$70.00.

800002749349-4
-01/21/99--01042--018
*****70.00 *****70.00

FROM:

TERESA M. JOHNSTON

Name

15703 WOODSHED PLACE

Address

TAMPA, FL 33634

City State Zip

(813) 968-9071

Telephone Number

FILED
99 JAN 21 PM 12:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

664 92 43
X

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

FILED
99 JAN 21 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I — NAME

EFFECTIVE DATE
1-22-99

The name of the corporation shall be:

JOHNSTON FINANCIAL GROUP, INC.

ARTICLE II — PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

15703 WOODSHED PLACE
TAMPA, FL 33634

ARTICLE III — CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000

ARTICLE IV — INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

TERESA M. JOHNSTON
15703 WOODSHED PLACE
TAMPA, FL 33634

ARTICLE V — INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

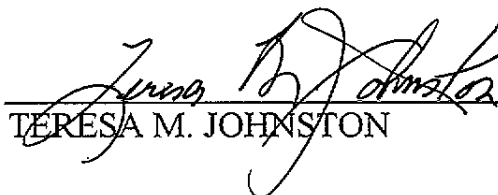
TERESA M. JOHNSTON
15703 WOODSHED PLACE
TAMPA, FL 33634

ARTICLE VI — EFFECTIVE DATE

Pursuant to section 607.0123 of the Florida Statutes, the effective date of this document shall be:

JANUARY 22, 1999

The undersigned has executed the Articles of Incorporation this 19th day of January 1999.


TERESA M. JOHNSTON

Certificate of Designation

Registered Agent/Registered Office

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporations, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

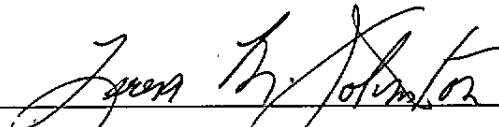
1. The name of the corporation is:

JOHNSTON FINANCIAL GROUP, INC.

2. The name and address of the registered agent and office is:

TEREASA M. JOHNSTON
15703 WOODSHED PLACE
TAMPA, FL 33634

Signature



Title:

Incorporator

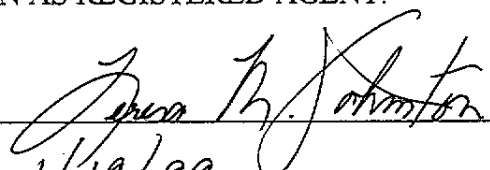
Date:

1/19/99

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND NOT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature:



Date:

1/19/99