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**HACKNEY ♦ MILLER**  
A PROFESSIONAL ASSOCIATION

**ATTORNEYS & COUNSELORS AT LAW**

HACKNEY, MILLER, CONA & PALAGE  
ADMIRALTY OFFICE TOWER TWO  
4400 PGA BOULEVARD, SUITE 505  
PALM BEACH GARDENS, FLORIDA 33410  
Telephone (561) 627-0677  
Facsimile (561) 625-4685  
INTERNET: www.hackneymiller.com

ROBERT C. HACKNEY

DONALD W. MILLER  
(Also admitted in New Jersey)

FRANK A. CONA  
(Admitted in New Jersey  
and Pennsylvania only)  
Admitted to practice before the  
U.S. Patent & Trademark Office

MICHAEL D. PALAGE  
(Also admitted in Pennsylvania)

OF COUNSEL

KENNETH B. WHEELER, LL.M. Tax

May 21, 1999

Secretary of State  
Department of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

200002888292--4  
-05/27/99--01049--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: **Financialsmart.com, Inc.**

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for the above-captioned Florida corporation. A check in the amount of \$70.00 is also enclosed for the filing fee. Please return one "stamped" copy to us in the enclosed self-addressed, stamped envelope as soon as possible after filing.

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

Very truly yours,

*Patricia R. Skalny*

Patricia R. Skalny  
Paralegal to Robert C. Hackney

FILED  
1999 MAY 27 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

1999 MAY 27 PM 4: 17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**FINANCIALSMART.COM, INC.**

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE 1. NAME**

The name of this corporation is Financialsmart.com, Inc.

**ARTICLE 2. DURATION**

The duration of this corporation is perpetual.

**ARTICLE 3. PURPOSES**

The purpose or purposes for which this corporation is organized are:

To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted or intention that the purposes specified in each of the paragraphs of this Article 3 shall be regarded as independent purposes and powers.

To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other persons, association or corporation.

To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the

enjoyment and exercise thereof, as conferred by Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

#### ARTICLE 4. STOCK

The aggregate number of shares which the corporation is authorized to issue is 30,000,000 shares, of which 25,000,000 shares of the par value of \$.001 per share shall be designated as "Common Shares" and 5,000,000 of the par value of \$.001 shall be designated as "Preferred Shares".

##### 4.1: Statement of Rights for Common Shares

(a) Subject to any prior rights to receive dividends to which the holders of shares of any series of the preferred stock may be entitled, the holders of shares of common stock shall be entitled to receive dividends, if and when declared payable from time to time by the board of directors, from funds legally available for payment of dividends.

(b) In the event of any dissolution, liquidation or winding up of this corporation, whether voluntary or involuntary, after there shall have been paid to the holders of shares of preferred stock the full amounts to which they shall be entitled, the holders of the then outstanding shares of common stock shall be entitled to receive, pro rata, any remaining assets of this corporation available for distribution to its shareholders. The board of directors may distribute in kind to the holders of the shares of common stock such remaining assets of this corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or entity and receive payment in cash, stock or obligations of such other corporation, trust or entity or any combination of such cash, stock, or obligations, and may sell all or any part of the consideration so received, and may distribute the consideration so received or any balance or proceeds of it to holders of the shares of common stock. The voluntary sale, conveyance, lease, exchange or transfer of all or substantially all the property or assets of this corporation (unless in connection with that event the dissolution, liquidation or winding up of this corporation is specifically approved), or the merger or consolidation of this corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of this corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of this corporation for the purpose of this paragraph (b).

(c) Except as provided by law or this certificate of incorporation with respect to voting by class or series, each outstanding share of common stock of this corporation shall entitle the holder of that share to one vote on each matter submitted to a vote at a meeting of shareholders.

(d) Such numbers of shares of common stock as may from time to time be required for such purpose shall be reserved for issuance (i) upon conversion of any shares of preferred stock or any obligation of this corporation convertible into shares of common stock and (ii) upon exercise of any options or warrants to purchase shares of common stock.

4.2 Statement of Rights for Preferred Shares. The board of directors is expressly authorized to adopt, from time to time, a resolution or resolutions providing for the issue of preferred stock in one or more series, to fix the number of shares in each such series and to fix the designations and the powers, preferences and relative, participating, optional and other special rights and the qualifications, limitations and restrictions of such shares, of each such series.

The authority of the board of directors with respect to each such series shall include a determination of the following, which may vary as between the different series of preferred stock:

(a) The number of shares constituting the series and the distinctive designation of the series;

(b) The dividend rate on the shares of the series, the conditions and dates upon which dividends on such shares shall be payable, the extent, if any, to which dividends on such shares shall be cumulative, and the relative rights of preference, if any, of payment of dividends on such shares;

(c) Whether or not the shares of the series are redeemable and, if redeemable, the time or times during which they shall be redeemable and the amount per share payable on redemption of such shares, which amount may, but need not, vary according to the time and circumstances of such redemption;

(d) The amount payable in respect of the shares of the series, in the event of any liquidation, dissolution or winding up of this corporation, which amount may, but need not, vary according to the time or circumstances of such action, and the relative rights of preference, if any, of payment of such amount;

(e) Any requirement as to a sinking fund for the shares of the series, or any requirement as to the redemption, purchase or other retirement by this corporation of the shares of the series;

(f) The right, if any, to exchange or convert shares of the series into other securities or property, and the rate or basis, time, manner and condition of exchange or conversion;

(g) The voting rights, if any, to which the holders of shares of the series shall be entitled in addition to the voting rights provided by law; and

(h) Any other terms, conditions or provisions with respect to the series not inconsistent with the provisions of this Article or any resolution adopted by the board of directors pursuant to this Article. The number of authorized shares of preferred stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of this corporation entitled to vote at a meeting of shareholders. No holder of shares of preferred stock of this corporation shall, by reason of such holding have any preemptive right to subscribe to any additional issue of any stock of any class or series nor to any security convertible into such stock.

#### ARTICLE 5. AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision statute, and all rights conferred upon shareholders herein are granted subject to this reservation. contained in this certificate of incorporation, in the manner now or hereafter prescribed by

#### ARTICLE 6. INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 4400 PGA Blvd., Suite 505, Palm Beach Gardens, FL 33410 and the name of its initial registered agent at that address is Robert C. Hackney. The principal address and the registered office address are the same.

#### ARTICLE 7. DIRECTORS

The number of directors constituting the initial board of Directors of this corporation is one (1). The name and address of the person to serve as the initial Director until the first annual meeting of Shareholders, or until his successor is elected and qualified, is Robert C. Hackney, 4400 PGA Blvd., Suite 505, Palm Beach Gardens, FL 33410.

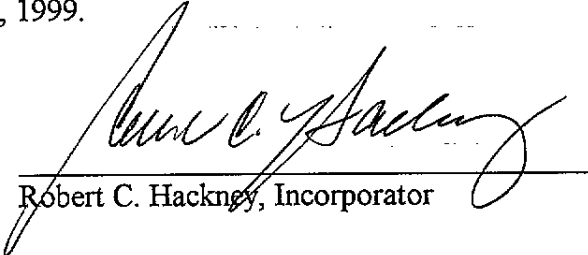
#### ARTICLE 8. INCORPORATOR

The name and address of the incorporator is: Robert C. Hackney, 4400 PGA Blvd., Suite 505, Palm Beach Gardens, FL 33410

ARTICLE 9. BY LAWS

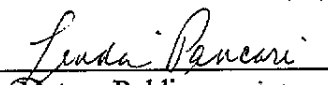
The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

DATED THIS the 20<sup>th</sup> day of May, 1999.

  
Robert C. Hackney, Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me by  
Robert C. Hackney who produced his Florida Driver's License as identification this the  
20<sup>th</sup> day of May 1999.

  
Notary Public LINDA PANCARI  
State of Florida

My Commission Expires: 5/21/2000



**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING,  
AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 (1) and 607.034, Florida Statutes:

Financialsmart.com, Inc. desiring to organize under the laws of the State of Florida being in the County of Palm Beach, at 4400 PGA Blvd., Suite 505, Palm Beach Gardens, FL 33410 has named Robert C. Hackney, Esquire, located at that same address as its initial registered agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the initial registered office of the Corporation of this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to pose therein a sign designating the name of the corporation and the name of its registered agent.

Date:

May 20, 1999

By:

Robert C. Hackney

FILED  
1999 MAY 27 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA