

P99000056951

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Clifton Financial
Services, Inc.

300002913503--2
-06/23/99--01068--019
*****70.00 *****70.00

- ☒ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
☒ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

RECEIVED

99 JUN 23 PM 1:20

FILED
1999 JUN 23 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature _____

Requested by AS 6/23/99 11:53
Name Date Time

Walk-In Will Pick Up

**ARTICLES OF INCORPORATION OF
CLIFTON FINANCIAL SERVICES, INC.**

FILED
1999 JUN 23 PM 2: 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME OF CORPORATION

The name of the corporation is Clifton Financial Services, Inc.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

PRINCIPAL OFFICE OF CORPORATION

The initial address of the principal office of the corporation and the initial mailing address of the corporation is 2006 Oak Meadow Circle, South Daytona, Florida 32119.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock, all of one class, with a par value of one dollar (\$1.00).

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

The name of the corporation's initial registered agent is Jerome D. Mitchell, Esquire, 400 South Palmetto Avenue, Daytona Beach, Florida 32114.

ARTICLE VII

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is Jerome D. Mitchell, Esquire, 400 South Palmetto Avenue, Daytona Beach, Florida 32114.

ARTICLE VIII

AMENDMENT OF ARTICLES

These Articles of Incorporation of this Corporation may be amended, changed, altered or repealed in the manner now or hereafter described by the Florida Statutes and all rights conferred on the stockholders herein are granted subject to this reservation.

ARTICLE IX

OFFICERS

The names of the officer(s) who shall serve until the first election are as follows:

Ronald D. Clifton, Jr.	President/Vice President/ Secretary/Treasurer
------------------------	--

ARTICLE X

BOARD OF DIRECTORS

The following persons shall constitute the first Board of Directors:

Ronald D. Clifton, Jr.

ARTICLE XI

DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix compensation unless otherwise provided in Articles of Incorporation or Bylaws.

ARTICLE XII

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in all meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law.

ARTICLE XIII

INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the Bylaws of this corporation.

ARTICLE XIV

INFORMAL ACTION OF DIRECTORS

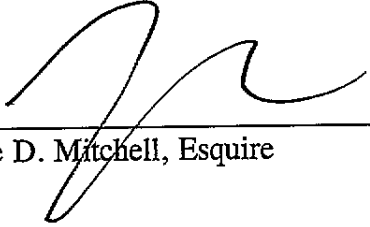
If all the directors severally and collectively consent in writing to any action taken or to be taken by the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XV

SUB-CHAPTER "S" SELECTION

The Board of Directors may take such action as is appropriate to assure taxation as a Sub-Chapter "S" small business corporation, pursuant to currently applicable provisions of the Internal Revenue Code.

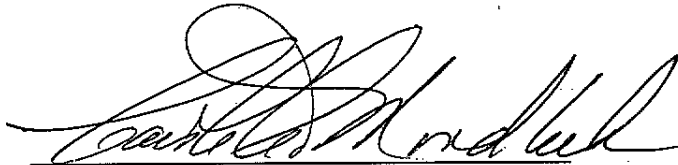
WITNESSED by respective hand this 21st day of June, 1999.


Jerome D. Mitchell, Esquire

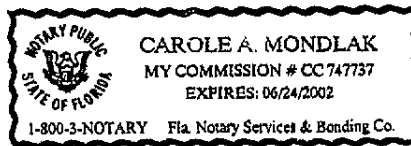
STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the county aforesaid, to take acknowledgments, personally appeared Jerome D. Mitchell, Esquire, to me known to be the person described or has produced n/a n/a as identification in and who executed the foregoing instrument and he acknowledged before me that he executed the same and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 21st day of June, 1999.



Notary Public
My Commission Expires:
My Commission Number:



CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT FOR
CLIFTON FINANCIAL SERVICES, INC.
A CORPORATION FOR PROFIT

Having been designated as Registered Agent for Clifton Financial Services, Inc., a Florida corporation for profit (hereinafter the "Corporation"), I accept the designation and agree to act as registered agent of the Corporation, and I acknowledge that I am familiar with and accept the obligations of the position of registered agent for the Corporation.

DATED this 21st day of June, 1999.



Jerome D. Mitchell, Esquire

STATE OF FLORIDA
COUNTY OF VOLUSIA

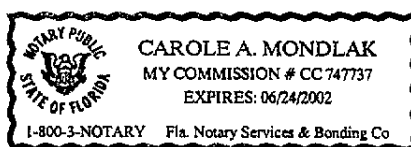
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Jerome D. Mitchell, Esquire, to me known to be the person described or has produced n/a as identification in and who executed the foregoing instrument and he acknowledged before me that he executed the same and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this
day of June, 1999.



Notary Public

My Commission Expires:
My Commission Number:



FILED
1999 JUN 23 PM 2:55
NOTARY PUBLIC
NALLAHASSEE, FLORIDA