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October 28, 1999

VIA FEDERAL EXPRESS

EFFECTIVE DATE  
11-1-99

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Winter Park Financial Services, Inc.

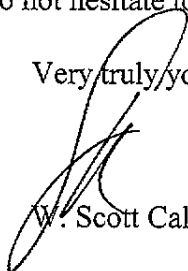
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-10/29/99-01055-020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Division of Corporations:

Enclosed herein please find the original Articles of Incorporation and this firm's check in the amount of \$78.75 for the filing thereof and a certified copy. For your convenience enclosed is a self-addressed, stamped envelope for the return of the certified copy.

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

Very truly yours,

  
W. Scott Callahan

WSC/lw  
Enclosures  
[h:\wsc\corp\winterpark\sosltr]

FILED  
99 OCT 29 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch NOV 2 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**WINTER PARK FINANCIAL SERVICES, INC.**

FILED  
99 OCT 29 AM 10:18  
EFFECTIVE DATE  
11-1-99  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the corporation ("Corporation") is WINTER PARK FINANCIAL SERVICES, INC.

**ARTICLE II**

The existence of the corporation shall begin on November 1, 1999.

**ARTICLE III**

The street address of the principal office of the Corporation is c/o W. Scott Callahan, 1701 Summerland Avenue, Winter Park, Florida, 32789.

**ARTICLE IV**

The maximum number of shares this Corporation is authorized to issue is 1,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE V**

The initial street address of the Corporation's registered office is Stump, Storey & Callahan, P.A., 37 North Orange Avenue, Suite 200, Orlando, Florida, 32801. The initial registered agent for the Corporation at that address is W. Scott Callahan, Esquire.

**ARTICLE VI**

The initial board of directors shall consist of one member. The name and address of the person who will serve on the initial board of directors is:

Name	Address
W. Scott Callahan	1701 Summerland Avenue Winter Park, Florida 32789

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
W. Scott Callahan	c/o Stump, Storey & Callahan, P.A. 37 North Orange Avenue, Suite 200 Orlando, Florida 32801

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of October, 1999.

  
\_\_\_\_\_  
W. Scott Callahan

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Winter Park Financial Services, Inc., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
\_\_\_\_\_  
W. Scott Callahan

Date: October 28, 1999  
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