EMPIRE CORP

Division of Cornorations

Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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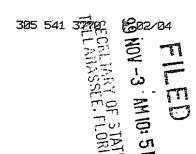
Account Number: 072450003255 : (305)541-3694 Phone

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FLORIDA PROFIT CORPORATION OR P.A.

FLAGSHIP FINANCIAL GROUP, INC.

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Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

FLAGSHIP FINANCIAL GROUP, INC.

These Articles are in compliance with Chapter 607, F.S.

ARTICLE I

The name of this corporation shall be: FLAGSHIP FINANCIAL GROUP, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 1904 PLAYERS PLACE, N. LAUDERDALE, FL 33068

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: LEVI WILLIAMS
200 S.E. 13[™] STREET
FT. LAUDERDALE, FL 33316

ARTICLE VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who are to serve as an initial director(s) is(are):

DERON A. BAUGH DIR./PRES./TREAS./SEC. 1904 PLAYERS PLACE N. LAUDERDALE, FL 33068

ARTICLE VIII

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

EMPIRE CORPORATE KIT OF AMERICA, INC. 1492 WEST FLAGLER STREET #200 MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this 2ND day of NOVEMBER ,19 99 .

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U Incorporator
Ray Stormont/President
Signing for

Empire Corporate Kit of America, Inc.

CERTIFICATE OF DESIGNATION EGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, 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. First that (Name of Comoration) desiring to organize under the laws of the State of (Florida) with its principal office, as indicated in the articles of incorporation has State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 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.

Régistered Agép

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