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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 5, 1999

Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

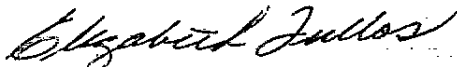
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-11/12/99--01024--011  
\*\*\*\*122.50 \*\*\*\*\*78.75

RE: GRAHAM GROUP, INC.

Dear Sir:

Enclosed herewith please find two copies of the Articles of Incorporation for the above Corporation for filing with your office. Also enclosed is our check in the sum of \$122.50 to cover filing fees, etc.

Very truly yours,



Elizabeth Tullos

Legal Assistant

et

Enclosures

PH 11/16/99

**ARTICLES OF INCORPORATION**

**OF**

**GRAHAM GROUP, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida, specifically Chapter 607, Fla. Stat.

**ARTICLE I. NAME**

The name of the corporation shall be:

**GRAHAM GROUP, INC.**

The principal place of business of this Corporation shall be:

**777 S. Harbour Island Blvd. #240**

**Tampa, FL 33602**

**ARTICLE II. NATURE OF BUSINESS**

This Corporation may engage in, or transact, any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, Country, Territory or Nation. The specific purpose of this Corporation shall be financial services distribution through independent contractors.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is **1,000** shares of common stock having a par value of **\$1.00** per

share.

#### **ARTICLE IV. PRINCIPAL OFFICE AND DESIGNATION OF REGISTERED AGENT**

The street address of the principal business office of the Corporation shall be: 777 S. Harbour Island Blvd., #240, Tampa, FL 33602, and the name of the initial Registered Agent of the Corporation at that address shall be: MARK F. GRAHAM.

#### **ARTICLE V. TERM OF EXISTENCE**

This Corporation is to exist perpetually.

#### **ARTICLE VI. PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### **ARTICLE VII. SECTION 1244 PROVISION**

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

### ARTICLE VIII. DIRECTORS

This Corporation shall have one (1) director(s) initially. The names and addresses of the initial members of the Board of Directors are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
MARK F. GRAHAM	777 S. Harbour Island Blvd. #240, Tampa, FL 33602

### ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed, are:

<u>OFFICE</u>	<u>OFFICER</u>	<u>ADDRESS</u>
President,		
Secretary &		
Treasurer	MARK F. GRAHAM	777 S. Harbour Island Blvd. #240, Tampa, FL 33602

### ARTICLE X. SUBSCRIBERS

The name and addresses of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES OF COMMON STOCK ISSUED</u>	<u>CONSIDERATION</u>
MARK F. GRAHAM	777 S. Harbour Island Blvd. Suite 240 Tampa, FL 33602	100	\$100.00

### ARTICLE XI. BY-LAWS

The initial directors shall submit the proposed by-laws to the shareholders at a meeting to

be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of by-laws by unanimous vote of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such by-laws.

#### **ARTICLE XII. TAX STATUS OF CORPORATION**

It is the intent of the undersigned subscriber that the Corporation shall be treated as a "C" corporation for federal tax purposes.

#### **ARTICLE XIII. NON-REGISTRATION AS SECURITY**

The shares of common stock to be issued to subscriber(s) are not registered under state or federal securities laws. The subscriber(s) represent that it is the intent of the corporation that the shares of common stock issued comply with the applicable private placement exemptions from registration under federal and state law. All stock certificates issued shall bear the legend:

**THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 IN RELIANCE UPON AN EXEMPTION PROVIDED IN THAT ACT AND MAY NOT BE OFFERED, SOLD OR TRANSFERRED UNTIL THEY HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR, UNLESS IN THE OPINION OF COUNSEL FOR THE ISSUER, REGISTRATION IS NOT REQUIRED UNDER THAT ACT.**

The corporation shall only issue shares to individuals that comply with the private placement rules, i.e. Federal Securities Act §4(2) and §517.061, Fla. Stat., and agree:

1. That no offer or sale of stock shall be made to a nonresident of the State of Florida;

2. That no offer or sale of stock shall be made to more than 35 purchasers for a period in excess of 12 months.
3. That no general solicitations or advertisements of an offer or sale of stock shall occur in Florida or any other state;
4. That before any sale of stock, each purchaser shall be given reasonable access to full and fair disclosure of all material information concerning the corporation;
5. That no person shall be paid a commission for the sale of stock or otherwise receive compensation for the sale of stock; and
6. That if sales are made to five or more persons in Florida, the purchasers shall be given a three (3) day right of rescission in accordance with §517.061(11)(a)(5).

The undersigned incorporators acknowledge they have been provided access to all material books and records of the corporation for review, to all material contracts and documents relating to this private offering and have had an opportunity to question all appropriate officers of the corporation concerning the private offering.

The undersigned incorporators agree that they are purchasing their shares for investment and not with the intent to re-sell or distribute shares to the public. In the event that incorporators wish to sell their shares in the future, such sale must qualify and satisfy all federal and state private placement exemptions.


#### **ARTICLE XIV. AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XV. INFORMAL SHAREHOLDERS ACTION**

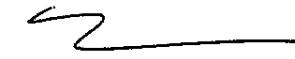
The holders of not less than a majority of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in Sec. 607.0704, Fla. Stat. and the By-Laws.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on  
this 3 day of NOV., 1999.

 (SEAL)  
MARK F. GRAHAM  
Incorporator

### ACCEPTANCE OF REGISTERED AGENT


I hereby am familiar with and accept the duties and responsibilities as Registered Agent  
for said Corporation.

  
MARK F. GRAHAM  
Registered Agent

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was subscribed to before me on this 3 day of  
NOV., 1999, by MARK F. GRAHAM, who is personally known to me and who did  
(did not) take an oath.



  
NOTARY PUBLIC IN AND FOR  
STATE OF FLORIDA  
COMMISSION NO. CC861321  
COMMISSION EXPIRES: 8/8/03  
(SEAL)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA