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A. EDWARD OVERTON, ESQUIRE

Attorney At Law

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: NATIONAL FINANCIAL CORPORATION

Enclosed is an original and one (1) copy of the articles of incorporation and a check for the filing fee in the amount of SEVENTY DOLLARS (\$70.00).

Please certify the copy of the articles of incorporation, and return the same along with a certificate of status for the corporation.

Two additional checks are enclosed in the amount of EIGHT DOLLARS AND SEVENTY-FIVE CENTS (\$8.75) each to pay for the certified copy of the articles of incorporation, and the certificate of status for the corporation.

Thank you for your help in this matter. If you need to contact me, my phone numbers and address are set out below.

ATTORNEY SIGNATURE BLOCK

Date: Nov. 19, 1999

Florida Bar No.: 0559237
Pinellas SPN No.: 0633401
Telephone: (727) 943-2633
Fax-phone: (727) 942-4464

A. Edward Overton
A. EDWARD OVERTON, ESQUIRE
Attorney at Law

7239 State Road 52
Hudson, FL 34667

Ed Overton GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art II
DATE 11-30-99
DOC. EXAM BR

ARTICLES OF INCORPORATION
of
NATIONAL FINANCIAL CORPORATION

99 NOV 23 PM 1:54
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of this Corporation is: **NATIONAL FINANCIAL CORPORATION.**

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock with no par value. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the Stockholders. Cumulative voting for Officers or Directors of the Corporation is specifically disallowed by these Articles of Incorporation.

It is the intention of the Corporation that all shares of stock of the Corporation shall conform to Section 1244 of the Internal Revenue Service Code. Such actions as are necessary will be taken by the appropriate Officers to accomplish this compliance.

It is further declared to be the intention of the Corporation to elect to be taxed as a partnership under the Internal Revenue Service Code provisions for corporate election of Sub-Chapter "S" treatment in any year in which it is economically beneficial to the Corporation.

ARTICLE IV. STOCK TRANSFERS - CORPORATION'S RIGHT OF FIRST REFUSAL.

No Stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of stock of the Corporation without first offering such shares for sale to the Corporation at the net asset value thereof. Net asset value for each of the issued One Hundred (100) shares of stock shall be determined by dividing the gross sales revenues of the corporation for the past twelve months by 100, thus yielding a net asset value for each share of stock at one percent (1%) of the said gross revenues per share. Such offer shall be in writing, signed by the Stockholder; shall be sent by registered or certified mail to the Corporation at its principal place of business; and shall remain open for acceptance by the Corporation for a period of thirty (30) days from the date of mailing. If the Corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the Stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any Stockholder, the Corporation shall have the right to purchase all shares owned by such Stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each Stockholder.

The Corporation shall have the right to further restrict trans-

fers of shares of stock of the Corporation by entering into a Stock Purchase Agreement with the Stockholders. Any such Agreement, to be effective, must be signed by all of the Stockholders of the Corporation, and must also be signed by all of the Directors of the Corporation.

Each share of stock certificate issued by the Corporation shall have printed or stamped thereon the following legend:

"These shares of stock are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the Corporation. A copy of such Articles is on file at the principal office of the Corporation."

"Additional transfer restrictions may be imposed by a Stock Purchase Agreement between the Corporation and the Stockholders. A copy of such Agreement, if any, shall be on file at the principal office of the Corporation."

ARTICLE V. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

A. EDWARD OVERTON, ESQUIRE
7239 State Road 52
Ponderosa Plaza
Hudson, Florida 34667
(727) 943-2633 / (727) 819-0780

The initial principal Office of this Corporation in the State of

Florida shall be:

NATIONAL FINANCIAL CORPORATION
4619 Phoenix Avenue
Holiday, FL 34690
(727) 943-2633

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time, but only by written consent and agreement of all of the stockholders. There shall never be less than one director. If one of the initial Directors shall resign, die, or become permanently unable to serve as a Director, then that Director may be replaced and a new Director may be chosen to serve on the Board of Directors by approval of a simple majority of the Stockholders. The maximum number of Directors that may serve on the Board of Directors at one time shall be set at five Directors.

ARTICLE VIII. INITIAL DIRECTOR(S).

The names of the initial Directors of this Corporation and their street addresses are:

JOHN GOMBOCS
8016 Old C.R. 54
New Port Richey, Florida 34654
(727) 967-2397

A. EDWARD OVERTON, ESQUIRE
7239 State Road 52
Ponderosa Plaza
Hudson, Florida 34667
(727) 943-2633 / (727) 819-0780

ARTICLE IX. RIGHTS OF INITIAL DIRECTORS.

The initial Directors shall have the right to be a Director of the Corporation provided that the respective Director is a Stockholder of the Corporation owning at least forty-nine percent (49%) of the outstanding stock of the Corporation.

By acquiring stock in this Corporation, each Stockholder agrees to abide by this right and to elect the initial Director named in these Articles of Incorporation to the office of Director as long as that Director is a Stockholder of the Corporation, and that the restrictions concerning minimum ownership of stock as set out in the preceding paragraph are complied with by that Director.

This Article may not be amended in any way without the written consent of each of the initial Directors as long as he is still a Stockholder of the Corporation at the time of any such amendment.

ARTICLE X. INCORPORATOR.

The name and street address of the person or corporation signing these Articles of Incorporation as the Incorporator is:

A. EDWARD OVERTON, ESQUIRE
7239 State Road 52
Ponderosa Plaza
Hudson, FL 34667

ARTICLE XI. AMENDMENTS.

These Articles of Incorporation may be amended in the manner provided by law, however, no amendment may abrogate the specified rights of the initial Directors unless each of the Initial Directors shall consent to any such amendment in writing. Every amendment shall be approved by the Board of Directors, proposed by them to the Stock-

holders and approved at a Stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII. BYLAWS.

The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Stockholders.

ARTICLE XIII. INDEMNIFICATION.

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 17 day of November, 1999.



A. EDWARD OVERTON, ESQUIRE

INCORPORATOR

REGISTERED AGENT'S ACCEPTANCE

A. EDWARD OVERTON, ESQUIRE

TO: FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

RE: REGISTERED AGENT'S ACCEPTANCE

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508 of the Florida Statutes notice is given by the below named corporation, to wit:

NATIONAL FINANCIAL CORPORATION ,


that A. EDWARD OVERTON, ESQUIRE shall serve as registered agent on behalf of the corporation.


A. EDWARD OVERTON, ESQUIRE
INCORPORATOR

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 THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Date: Nov. / 17 /, 1999

Florida Bar No.: 0559237
Pinellas SPN No.: 0633401
Telephone: (727) 943-2633
Fax-phone: (727) 942-4464


A. EDWARD OVERTON, ESQUIRE
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