

Charter Number Only

VALIDATION ONLY

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CORPORATION(S) NAME

Bernard James Financial Group, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Empire Toll Free: 1-800-432-3028

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| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
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| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
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**ARTICLES OF INCORPORATION
FOR**

BERNARD JAMES FINANCIAL GROUP, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Bernard James Financial Group, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**610 Sixth Street
Suite D
West Palm Beach, Florida 33401**

ARTICLE III SHARES

The corporation is authorized to issue one thousand (1,000) shares of common stock at par value of FIVE dollars (\$5.00) per share.

ARTICLE IV PURPOSE

The purposes for which this corporation is formed are:

- a. To provide quality, professional service in the areas of tax compliance and planning; accounting and bookkeeping; financial planning, retirement planning and estate planning; investments; employee benefits; and risk and asset management.
- b. To engage and render the professional services involved only through its officers, agents and employees.
- c. To engage in any other businesses or activities that will be profitable to the corporation and its shareholders which are not forbidden under the laws of the State of Florida.
- d. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

**Russell Greene
610 Sixth Street
Suite D
West Palm Beach, Florida 33401**

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ARTICLE VI INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation are:

**Russell Greene
610 Sixth Street
Suite D
West Palm Beach, Florida 33401**

ARTICLE VII BOARD OF DIRECTORS

The Corporation shall have a Board of Directors consisting of one (1) person(s). The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Shareholders but shall never be less than one (1). The name and address of the initial Director of this corporation is:

**Russell Greene
610 Sixth Street
Suite D
West Palm Beach, Florida 33401**

ARTICLE VIII AMENDMENT OF ARTICLES

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 IX CORPORATE EXISTENCE

The corporation shall begin its existence on January 1, 2000, and exist perpetually thereafter.

The undersigned incorporator has executed these Articles of Incorporation in the State of Florida, this 16th day of December, 1999.

WITNESS


RUSSELL GREENE

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TALLAHASSEE, FLORIDA

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 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.



Signature/Registered Agent

12/16/99

Date