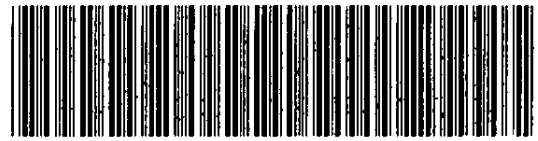


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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EP 7/2/08

MOODY, SALZMAN & LASH
ATTORNEYS & COUNSELORS AT LAW
500 EAST UNIVERSITY AVENUE, SUITE A
POST OFFICE DRAWER 2759
GAINESVILLE, FLORIDA 32602
TELEPHONE (352) 373-6791
TELEFAX (352) 377-2861

C. GARY MOODY
BOARD CERTIFIED IN CIVIL TRIAL LAW
CERTIFIED FAMILY MEDIATOR

ANTHONY J. SALZMAN
BOARD CERTIFIED IN WORKERS' COMPENSATION
CERTIFIED CIRCUIT MEDIATOR

ROBERT A. LASH
Also: CERTIFIED GENERAL CONTRACTOR

PERSONAL INJURY AND WRONGFUL DEATH
WORKERS' COMPENSATION
FAMILY LAW
CONSTRUCTION LAW
GENERAL PRACTICE

July 1, 2008

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

RE: BRITTON FINANCIAL, INC.

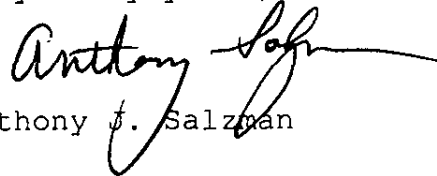
Dear Sir or Madam:

Enclosed please find:

1. Articles of Incorporation of Britton Financial, Inc., a profit corporation.
2. Designation of Resident/Registered Agent and acceptance by such agent.
3. My firm check in the amount of \$78.75 for:
 - a. Filing Fee;
 - b. Certified Copy of Charter;
 - c. Registered Agent Designation Fee.

Please file the subject documents, and forward the Certified Copy to my above-shown address.

Very truly yours,



Anthony J. Salzman

AJS/dg
Enclosures

ARTICLES OF INCORPORATION
OF
BRITTON FINANCIAL, INC.

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ARTICLE I. CORPORATE NAME.

The name of this corporation is Britton Financial, Inc.

ARTICLE II. ADDRESS OF PRINCIPAL OFFICE.

The address of the principal office of this corporation is 128 Cottonwood Circle, Franklin, Tennessee 37069. The mailing address for the corporation is P.O. Drawer 2759, Gainesville, FL 32602.

ARTICLE III. 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 IV. CAPITAL STOCK.

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

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:

Anthony J. Salzman
MOODY, SALZMAN & LASH
500 E. University Avenue, Suite A
Gainesville, Florida 32602-2759

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 1 (one) director initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS.

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

Frances B. Woodall
128 Cottonwood Circle
Franklin, TN 37069

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATORS.

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are:

Frances B. Woodall
128 Cottonwood Circle
Franklin, TN 37069

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless

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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 XI. BY-LAWS.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK.

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amounts set opposite their names:

One Thousand (1,000) SHARES - Frances B. Woodall

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to the Corporation. The price and terms of which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XIII. STOCK ENDORSEMENT.

Each share of stock issued subject to these bylaws shall be endorsed as follows:

"Transfer, pledge, hypothecation, sale, assignment, gift or other disposition of this stock is restricted by an article of the bylaws of this corporation, a copy of which is on file at the office of the corporation."

ARTICLE XIV. INDEMNIFICATION.

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 26 day of JUNE, 2008.

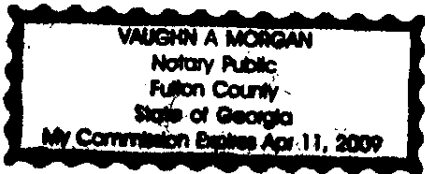
Frances B. Woodall
INCORPORATOR
Frances B. Woodall

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 26th day of June, 2008, by FRANCES B. WOODALL, who is personally known to me or has produced identification, and who did not take an oath.

Identification Produced:

TN DL # 102019687



Vaughn Morgan
NOTARY PUBLIC
Typed Name: Vaughn Morgan
Commission No.:
Commission Expires: 4/11/2009

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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent to Accept Service for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with all the provisions of all statutes relative to the proper and complete performance of my duties and obligations of Section 607.0505, Florida Statutes.

Anthony J. Salzman
ANTHONY J. SALZMAN
Registered Agent