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FLORIDA PROFIT CORPORATION OR P.A.

Clifford A. Schwartz, P.A.

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ARTICLES OF INCORPORATION
OF
CLIFFORD A. SCHWARTZ, P.A.

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CLERK OF DISTRICT COURT
FORT LAUDERDALE, FLORIDA

The undersigned, acting as Incorporator of CLIFFORD A. SCHWARTZ, P.A., a Florida Professional Service Corporation (the "Corporation") under the Professional Service Corporation Act, Chapter 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Corporation is CLIFFORD A. SCHWARTZ, P.A. and the principal place of business is 1000 Corporate Drive, Suite 200, Fort Lauderdale, Florida, 33334-3654.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of engaging in the sale and brokerages of stocks, bonds and other securities as well as insurance products, including annuities by and through the Corporation's officers, employees and agents (as those terms are used in Florida Statutes Section 621.06) who are duly licensed or otherwise legally authorized to practice in the sale and brokerages of stocks, bonds and other securities as well as insurance products, including annuities in the State of Florida, and for the purpose of transacting any and all other lawful business that the Corporation may engage in under Florida Statutes Chapter 621, as amended from time to time.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value Common Stock.

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ARTICLE IV**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 120 East Palmetto Park Road, Suite 450, Boca Raton, Florida, 33432, and the name of the initial Registered Agent of the Corporation at that address is Shelly Wald Schwartz.

ARTICLE V**INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and the successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one (1). The names and addresses of the initial Directors of the Corporation are:

Name	Address
Clifford A. Schwartz	1000 Corporate Drive, Suite 200 Fort Lauderdale, Florida, 33334-3654

ARTICLE VI**INCORPORATOR**

The name and address of the Incorporator of the Corporation is:

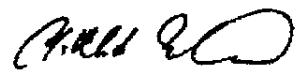
Name	Address
Clifford A. Schwartz	1000 Corporate Drive, Suite 200 Fort Lauderdale, Florida, 33334-3654

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ARTICLE VIIAMENDMENTS

The Board of Directors of the Corporation may propose amendments to these Articles of Incorporation for submission to the Shareholders, and the Shareholders entitled to vote on such amendments must approve such amendments. Notwithstanding the foregoing, the Board of Directors may adopt amendments to the Articles of Incorporation without Shareholder action as provided for by statute.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13 day of July, 2004.


Clifford A. Schwartz, Incorporator

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FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for CLIFFORD A. SCHWARTZ, P.A. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act 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.

Date:

July 14, 2004

By:


Shelly Wald Schwartz, Initial Registered Agent