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FLORIDA PROFIT CORPORATION OR P.A.

Pension Planners, Inc.

Certificate of Status	1
Certified Copy	1
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12-29

ARTICLES OF INCORPORATION

OF

PENSION PLANNERS, 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: Pension Planners, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The initial principal place of business of the corporation shall be:

1045 Crosspointe Drive, Suite 2
Naples, Florida 34110

**ARTICLE III
PURPOSE**

The purpose or purposes for which the corporation is formed is to engage in any activities for which a corporation may be formed and it shall have all powers available to corporations under Florida law.

**ARTICLE IV
SHARES**

The authorized capital stock of this Corporation shall consist of 1,000 shares of Common Stock with a par value of \$0.01 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

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**ARTICLE V
NUMBER OF DIRECTORS**

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The names and street address of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of the shareholders, and thereafter until their successors are elected are as follows:

James M. Raley, Jr. and
Joanne C. Raley
1045 Crosspointe Drive, Suite 2
Naples, Florida 34110

**ARTICLE VII
OFFICERS**

The Corporation may have a President, a Secretary and a Treasurer and may have additional and assistant officers, including without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office. The Corporation's initial officers shall be:

James M. Raley, Jr.: President and Treasurer
Joanne C. Raley: Secretary

**ARTICLE VIII
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent and the registered office is:

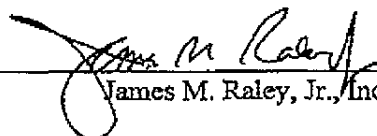
James M. Raley, Jr.
1045 Crosspointe Drive, Suite 2
Naples, Florida 34110

**ARTICLE IX
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

James M. Raley, Jr.
1045 Crosspointe Drive, Suite 2
Naples, Florida 34110

The undersigned incorporator has executed these Articles of Incorporation this 27th day of December, 2004.


James M. Raley, Jr., Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Pension Planners, Inc.
2. The name and address of the registered agent and office is:

James M. Raley, Jr.
1045 Crosspointe Drive, Suite 2
Naples, Florida 34110

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.


James M. Raley, Jr.

Date: December 27, 2004

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