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FLORIDA PROFIT CORPORATION OR P.A.

proof of wealth, inc.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PROOF OF WEALTH, INC.

The undersigned incorporator to these Articles of Incorporation of PROOF OF WEALTH, INC., a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this corporation is:

PROOF OF WEALTH, INC.

Having its initial office at:

[illegible], Florida [illegible]

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 500 shares of common stock having NONE ([illegible]) Dollars PAR VALUE.

Shares may be issued for such considerations as determined from time to time by the stockholders.

The power which is hereby reserved to the shareholders by right may be and is hereby delegated to the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the shareholders by affirmative action communicate to the Board in writing their decision to determine the consideration for the issuance of original issue or sale of treasury shares. This action may be rescinded with no effect on prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or in other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

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:

Ryan Abel [illegible]
11331 [illegible] Street
Cooper City, Florida 33026

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

ARTICLE VII

BOARD OF DIRECTORS

This Corporation shall have 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:

NAME	ADDRESS
Michael Fitzgerald	11332 [illegible] Street, Cooper City, Florida 3302[illegible]

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX

INDEMNIFICATION

This corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer, or by reason of any action alleged to have been taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, except as to which such person shall be adjudged that such director or officer is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

ARTICLE X

REMOVAL OF DIRECTORS

Any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders called expressly for that purpose.

ARTICLE XI

BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-laws may be adopted by the shareholders, and the shareholders may prescribe in any By-laws made by them that such By-law shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XII

INCORPORATOR

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

Ryan Michael Spiegelman
11832 [illegible] Street
Cooper City, Florida 33026

ARTICLE XIII

CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XIV

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 thereon, 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 XV

RESTRICTION ON TRANSFER OF SHARES

Every shareholder, prior to selling, transferring or in any manner divesting title to or interest in any share of this corporation, shall be made the same terms and conditions as any other share to the existing registered shareholder for a period of two weeks for purchase or refusal and thereafter to the corporation for a period of one week for purchase of any remaining shares. The existing shareholders have a right to at least a proportionate share of the offered shares and any shares that remain unpurchased by other shareholders.

In the event that a shareholder dies, whether testate or intestate, the existing registered shareholders and the corporation shall have an option to purchase said shares in the manner as provided for herein. The purchase price shall be determined by mutual agreement of the executor or devisee and a representative of the corporation (the "parties"), or, if no agreement can be reached within 15 days of the appointment of the executor of the estate, each party shall appoint an arbitrator who will in turn appoint a third arbitrator to jointly determine the purchase price. The purchase price shall be determined by a majority vote of the arbitrators. Once the purchase price is determined, the existing registered shareholders shall have a period of two weeks to purchase or refuse, and thereafter the corporation for a period of one week to purchase any remaining shares. The existing shareholders have a right to at least a proportionate share of the offered shares and any shares that remain unpurchased by other shareholders.

IN WITNESS WHEREOF, the undersigned, as the incorporator, has executed the foregoing Articles of Incorporation this [illegible] day of [illegible], 2006.

By: ______________________
Ryan Alex [illegible]

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared Ryan Alex [illegible], personally known to me, or who provided ______________________ as identification, and who did take an oath and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal at, MIAMI-DADE COUNTY, FLORIDA, this [illegible] day of [illegible], 2006.

Prepared by:
Jorge L. Gonzalez, Esq.
[illegible] SW [illegible] Avenue, Suite [illegible]
Miami, Florida [illegible]
Fla. Bar No. [illegible]

NOTARY PUBLIC, State of Florida at Large
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That [illegible], INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of [illegible], County of DADE, State of Florida has named [illegible], located at 11322 [illegible] Street, Cooper City, Florida 33026, as its agent to accept service of process within this State.

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I, [illegible], hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

[illegible]