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FILINGS, INC. TERESA ROMAN  
 (Requestor's Name)  
 2805 LITTLE DEAL ROAD  
 (Address)  
 TALLAHASSEE, FLORIDA 32308 (904) 385-6735  
 (City, State, Zip) (Phone #)

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 AUG 7 1996  
 TALLAHASSEE, FLORIDA

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Professional Planners Marketing Group II Corporation  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk in     Pick up time 2:00     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL PLANNERS MARKETING GROUP II CORPORATION.**

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of this corporation is PROFESSIONAL PLANNERS MARKETING GROUP II CORPORATION.

**ARTICLE II**

The duration of this corporation is perpetual.

**ARTICLE III**

The purpose or purposes for which this corporation is organized are:

- A. Any lawful purpose.
- B. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares,

and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

C. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

D. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

#### **ARTICLE IV - STOCK**

The aggregate number of shares which this corporation shall have authority to issue is 7,500 shares of common stock at \$1.00 par value per share. Of such common stock, 7,425 shares shall be common non-voting stock and 75 shares shall be common voting stock. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be

the stated capital of the corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

#### ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

#### ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares. This Article VI pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

**ARTICLE VII - INITIAL OFFICE AND AGENT**

The street address of this corporation's initial registered office in Florida is c/o Michael A. Lampert, P.A., 1655 Palm Beach Lakes Boulevard, Suite 900, West Palm Beach Florida 33401 and the name of its initial registered agent at that address is Michael A. Lampert, Esquire. The mailing address of the corporation shall be the same.

**ARTICLE VIII - DIRECTORS**

The number of directors of the Corporation from time to time shall be as set forth in the By-Laws.

The number of directors constituting the initial Board of Directors of this Corporation are two (2). The names and addresses of each person to serve as a Director until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

Name	Address
Arnold L. Lampert	636 U.S. Highway 1, Suite 205 North Palm Beach, Florida 33408
Anthony E. Lampert	636 U.S. Highway 1, Suite 205 North Palm Beach, Florida 33408

**ARTICLE IX - INCORPORATORS**

The name and address of the incorporator is:

Name	Address
Michael A. Lampert, Esquire	1655 Palm Beach Lakes Blvd. #900 West Palm Beach, FL 33401

**ARTICLE X - COMMON DIRECTORS; TRANSACTIONS  
BETWEEN CORPORATIONS**

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

**ARTICLE XI - BY-LAWS**

The By-laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

DATED this 1st day of Aug, 1996.

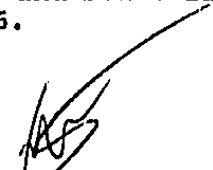
  
\_\_\_\_\_  
MICHAEL A. LAMPERT,  
INCORPORATOR

STATE OF FLORIDA                    )  
  ) ss.  
COUNTY OF PALM BEACH            )

The foregoing instrument was acknowledged before me by Michael A. Lampert, Esquire, who is personally known to me and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 1st day of Aug, 1996.

(SEAL)

  
\_\_\_\_\_  
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**

The following is submitted pursuant to 48.091(1) and 607.034,  
Florida Statutes:

PROFESSIONAL PLANNERS MARKETING GROUP II CORPORATION., desiring to  
organize under the laws of the State of Florida, being in the  
County of Palm Beach at c/o Michael A. Lampert, P.A., 1655 Palm  
Beach Lakes Boulevard, Suite 900, West Palm Beach, Florida 33401,  
has named Michael A. Lampert, Esquire, located at that same  
address, as its initial registered agent to accept service of  
process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above  
stated corporation, at the initial registered office of the  
Corporation in this State, I hereby accept to act in this capacity  
and agree to comply with the provisions of said statute relative to  
keeping the registered office of the corporation open from 10:00  
a.m. to noon each day, except Saturdays, Sundays and legal  
holidays, and to post therein a sign designating the name of the  
corporation and the name of its registered agent.

Dated this 1<sup>st</sup> day of May, 1996.

By:

  
Michael A. Lampert, Esquire  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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