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TRANSMITTAL LETTER

FILED

96 AUG 20 11 09 20

TALLAHASSEE, FL 32314

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

SUBJECT: Pension Systems of America, Inc.
(Proposed corporate name - must include suffix)

000001988530
-03/04/98--01117--005
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Donald W. Fleming
Name (printed or typed)
1700 Medical Lane
Address
Ft. Myers, FL 33907
City, State & Zip
(941)275-6888
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Handwritten initials and number:
JK
9-6-96

ARTICLES OF INCORPORATION

FILED
96 AUG 30 AM 9 28
STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Pension Systems of America, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8001 N. Dale Mabry Highway
Suite 501K
Tampa, FL 33614

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1400 Shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Donald W. Fleming
1700 Medical Lane
Ft. Myers, FL 33907

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Donald W. Fleming
1700 Medical Lane
Ft. Myers, FL 33907

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

26th day of August, 1996.



Signature

Donald W. Fleming

Signature

Signature

**Articles of Incorporation
Filing Fee - \$35**

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

FILED
96 AUG 30 AM 9 28
STATE
FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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 Systems of America, Inc.

2. The name and address of the registered agent and office is:

Donald W. Fleming
(Name)

1700 Medical Lane

(P.O. Box or Mail Drop Box **NOT** acceptable)

Ft. Myers, FL 33907

(City/State/Zip)

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.

Donald W. Fleming
(Signature)

Aug 26, 1996
(Date)