MARCHENA AND GRAHAM, P.A.
ATTORNEYS AT LAW

233 SOUTH SEMORAN BLVD.
ORLANDO, FLORIDA 32807

JUAN F. ALBÁN
ALBERTO S. BUSTAMANTE, III
KEITH A. GRAHAM
MARCOS R. MARCHENA

TELEPHONE (407) 658-8566
TELECOPIER (407) 281-8564

97 DEC 31 AM 11:51 FILED SECRETARY OF STATE TALLAHASSEE, FLORIDA

P98000000145

December 29, 1997

EFFECTIVE DATE 1-1-98

7000002387407--9
-12/31/97--01059--014
****122.50 ****122.50

VIA AIRBORNE EXPRESS

Secretary of State
Corporate Records Bureau
Elliot Building
401 S. Monroe
Tallahassee, Florida 32399

Re: Incorporation of Moreno Financial Services, P.A.

Dear Sir or Madam:

4

Please find enclosed the following documents pursuant to the incorporation of Moreno Financial Services, P.A.

1. The Articles of Incorporation of Moreno Financial Services, P.A.

2. A check in the amount of $122.50 to cover the following items: (a) $35.00 for filing fee; (b) $52.50 for one certified copy of the Certificate of Incorporation; and (d) $35.00 for Designating Registered Agent; and

3. Copy of executed Articles of Incorporation to be certified and returned.

Please note that the Articles of Incorporation call for corporate existence to commence on January 1, 1998. Your assistance in filing the Articles in order to comply with the provisions of Florida Statutes, Section 607.0203 will be appreciated.

Thank you for your assistance in this matter. Should you have any questions or comments, please call me.

Sincerely,

Alberto S. Bustamante, III

97 DEC 31 AM 11:51 FILED SECRETARY OF STATE TALLAHASSEE, FLORIDA

Enclosures

ASB/faw
l-secmfs.faw

F. CHESSER JAN 2 1998

FILED
97 DEC 31 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE
1-1-98

MORENO FINANCIAL SERVICES, P.A.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, and a health and life insurance agent duly licensed to render professional services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - Name of Corporation

The name of this corporation shall be:

MORENO FINANCIAL SERVICES, P.A.

ARTICLE II - General Nature of Business

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a health and life insurance sales/services agency authorized under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to sell and service health and life insurance therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - Capital Stock

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is ONE THOUSAND (1000) shares of common stock having no par value per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall determine the value of any real or personal property, services or right acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its certificate of incorporation.

ARTICLE IV - Duration

The effective date upon which this corporation shall come into existence shall be January 1, 1998, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

A. The street address of the initial registered office of this corporation is:

15 W. Church Street, Suite 201
Orlando, Florida 32801

and the name of the initial registered agent of this corporation at that address is:

Antonio L. Moreno, Sr.

B. The principal office and mailing address of this corporation is:

15 W. Church Street, Suite 201

Orlando, Florida 32801

ARTICLE VI - Board of Directors

A. The initial number of directors of this corporation shall be two (2).

B. The number of directors may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.

C. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.

D. In case one or more vacancies shall occur in the board of directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

E. Directors, as such, shall receive compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.

F. Nothing in this Article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VII - Initial Directors

The name and street address of the initial member of the board of directors, to hold office for the first year of existence of this corporation or until his successors are elected or appointed and have qualified is:

Name	Street Address
Antonio L. Moreno, Sr.	15 W. Church Street, Suite 201 Orlando, Florida 32801
Miriam R. Moreno	15 W. Church Street, Suite 201

Orlando, Florida 32801

ARTICLE VIII - Incorporator to Articles

The following is the name and street address of the incorporator to these Articles of Incorporation, who is a health and life insurance sales/service agency duly licensed to render services as such under the laws of the State of Florida:

Name	Address
Antonio L. Moreno, Sr.	15 W. Church Street, Suite 201 Orlando, Florida 32801

ARTICLE IX - Shareholders

Shares of this corporation's capital stock shall be issued only to individuals who are licensed to provide health and life insurance related services under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE IX - 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 shareholders, and approved at a shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of December, 1997.

Antonio L. Moreno, Sr.
Antonio L. Moreno, Sr.

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23 day of December, 1997, by Antonio L. Moreno, Sr., who is personally known to me and did/did not take an oath.

Dianne E. Lopez
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
DIANNE E. LOPEZ
COMMISSION # CC 650988
EXPIRES JUL 16, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial registered agent of Moreno Financial Services, P.A.

Antonio L. Moreno, Sr.
Antonio L. Moreno, Sr.

a-incmfs.faw

FILED
97 DEC 31 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA