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RUBINO & ASSOCIATES, P.L.C.

A founding member of the
Advocates for Estate and
Wealth Planning, P.L.C.

Law Offices

Nicholas J. Rubino
Florida Board Certified
Wills, Trusts, Estate Law

David Pilcher

Paralegals:

Janet M. Scott
Benjamin D. Warren

September 17, 2004

Florida Department of State
Attn: Corporate Records Division
P. O. Box 6327
Tallahassee, FL 32314

Re: Wealth & Retirement Planning, L.L.C.

To Whom It May Concern:

Please be advised that this firm represents Henry F. Vales who will be the manager of the limited liability company referenced above.

Enclosed please find the following documents for establishment of a new limited liability company:

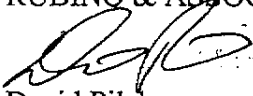
1. Original Articles of Organization
2. Check in the amount of \$155.00 representing the filing fee of \$100.00, registered agent fee of \$25.00 and \$30.00 for a certified copy of the Articles of Organization

Please file the Articles to be effective upon filing and return a certified copy of the Articles to us in the envelope provided.

Should you have any questions concerning this matter, please feel free to give me or my paralegal, Janet M. Scott, a call. Thank you for your attention to this matter.

Sincerely,

RUBINO & ASSOCIATES, P.L.C.


by David Pilcher
Law Offices of David Pilcher, P.L.C.

DP/jms
Enclosures
cc: Henry F. Vales

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ARTICLES OF ORGANIZATION
OF
WEALTH & RETIREMENT PLANNING, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, being of legal age and competent to contract, for the purpose of organizing a limited liability company pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Organization, and does hereby agree and certify as follows:

ARTICLE I.
NAME

The name of this limited liability company shall be: **WEALTH & RETIREMENT PLANNING, L.L.C.**

ARTICLE II.
PRINCIPAL BUSINESS OFFICE

The street address of the principal office of this limited liability company shall be:

1238 Secretariat Place
Chuluota, FL 32766

The mailing address of this limited liability company shall be the same as the street address given above.

ARTICLE III.
DURATION

This limited liability company shall commence existence upon filing, and shall have perpetual existence unless sooner dissolved either according to law or as provided in the Operating Agreement adopted by the members.

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**ARTICLE IV.
PURPOSES AND GENERAL POWERS**

The general purpose of this limited liability company shall be to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company Act, except that special statutes for the regulation and control of specific types of business shall control when in conflict therewith. This limited liability company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

**ARTICLE V.
MANAGEMENT**

This limited liability company shall be a manager-managed limited liability company, managed by a manager chosen by its member(s) in accordance with the Operating Agreement of the limited liability company.

The initial manager(s) of the limited liability company shall be the following:

Henry F. Vales
1238 Secretariat Place
Chuluota, FL 32766

**ARTICLE VI.
RIGHT TO CONTINUE BUSINESS**

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members shall continue the business according to the Operating Agreement adopted by the members.

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**ARTICLE VII.
AUTHORIZED REPRESENTATIVE**

The name and street address of the authorized representative of the member(s) to sign these Articles of Organization shall be:

David Pilcher, Esq.
LAW OFFICES OF DAVID PILCHER, P.L.C.
159 Lookout Place, Suite 101
Maitland, FL 32751-4466

**ARTICLE VIII.
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the initial registered office of this limited liability company shall be:

Nicholas J. Rubino, Esq.
RUBINO & ASSOCIATES, P.L.C.
159 Lookout Place, Suite 101
Maitland, FL 32751-4466

The limited liability company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

**ARTICLE IX.
INDEMNIFICATION**

In addition to any rights and duties under applicable law, the limited liability company shall indemnify and hold harmless all of its members, officers, employees and agents, and former members, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said members, officers, employees and agents in their capacity as such except for any action specifically exempted from indemnification under the terms of Section 608.4229, Florida Statutes, as it may be amended from time to time.

This Article may be amended from time to time in the Operating Agreement of the limited liability company by the members of the limited liability company.

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**ARTICLE X.
CONFLICTS OF INTEREST**

No contract or other transaction between this limited liability company and any other business entity, and no act of this limited liability company, shall in any way be affected or invalidated by the fact that any of the members of this limited liability company are pecuniarily or otherwise interested in, or are the members, directors or officers of, such other business entity. Any member individually, or any firm of which any member may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this limited liability company, provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the members or a majority thereof, and any member of this limited liability company who is also a member, director or an officer of such other business entity, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the members of this limited liability company that shall authorize any such contract or transaction with like force and effect as if he or she were not such a member, director or officer of such other business entity, or not so interested.

Any conflict between this Article and Section 608.4226, Florida Statutes, as it may be amended from time to time, shall be resolved by reference to and in favor of the controlling case law attached to such statute.

This Article may be amended from time to time in the Operating Agreement of the limited liability company by the members of the limited liability company.

**ARTICLE XI.
LIMITED LIABILITY OF MEMBERS**

Except as allowed by Sections 608.4227 and 608.4228, Florida Statutes, as they may be amended from time to time, the private property of the members shall not be subject to payment of the limited liability company's debts to any extent.

This Article may be amended from time to time in the Operating Agreement of the limited liability company by the members of the limited liability company.

**ARTICLE XII.
AMENDMENT**

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

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**ARTICLE XIII.
HEADINGS AND CAPTIONS**

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

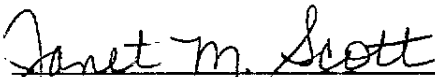
IN WITNESS WHEREOF, the undersigned, being the authorized representative, for the purpose of forming a limited liability company under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Organization, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 17th day of September, 2004.



David Pilcher, Esq.
Authorized Representative

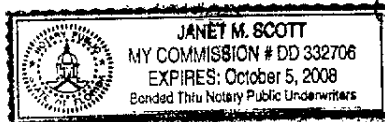
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Organization were acknowledged before me by David Pilcher, Esq., who produced a Florida Driver's License as identification this 17th day of September, 2004.



Notary Public

My Commission Expires:



(Notarial Seal)

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CERTIFICATE DESIGNATING REGISTERED AGENT / REGISTERED OFFICE

In compliance with Section 608.415, Florida Statutes, the following is submitted:

1. The name of the limited liability company is

Wealth & Retirement Planning, L.L.C.

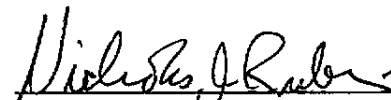
2. The name and the Florida street address of the registered agent are

Nicholas J. Rubino, Esq.
RUBINO & ASSOCIATES, P.L.C.
159 Lookout Place, Suite 101
Maitland, FL 32751-4466

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named limited liability company, at the place designated in these Articles of Organization, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 17th day of September, 2004.



Nicholas J. Rubino, Esq.
Registered Agent

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