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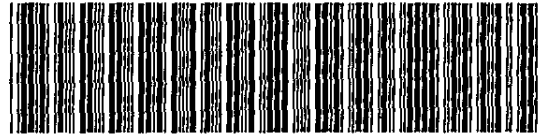
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Dr. Harvey


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SECRETARY OF STATE
TALLAHASSEE FLORIDA

MARK E. CLEMENTS, P.A.
ATTORNEYS AT LAW

MARK E. CLEMENTS

 Certified as an Elder Law Attorney by the
National Elder Law Foundation
WILLS - ESTATES - ESTATE PLANNING
ELDER LAW - MEDICAID - NURSING HOME
GUARDIANSHIPS - MEDIATION
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310 East Main Street
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ELAINE KELLEHER
TRIAL PRACTICE - GENERAL

TIMOTHY L. FLANAGAN
OF COUNSEL

September 9, 2005

Department of State
Division of Corporations
Corporate Filings
Post Office Box 632
Tallahassee, Florida 32314

Re: Nexgen Asset Protection L.L.C.

Dear Sir or Madam:

Enclosed please find an original and a copy of an Articles of Organization, and a check in the amount of \$133.75 representing filing fee, designation of registered agent fee, and certified copy fee. Please return a certified copy in the enclosed envelope. Should you have any questions please contact me at (863) 687-2287 ext. 3. Thank you.

Sincerely,



Mark E. Clements

MEC/ch

Enclosures

Statement Required by U.S. Treasury Department

To the extent this message contains tax advice, the U.S. Treasury Department requires us to inform you that any tax advice in this correspondence is not intended or written by our firm to be used, and cannot be used by any taxpayer, for the purpose of avoiding any penalties that may be imposed under the Internal Revenue Code. Advice from our firm relating to Federal tax matters may not be used in promoting, marketing or recommending any entity, investment plan or arrangement to any taxpayer.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 21, 2005

MARK E. CLEMENTS
MARK E. CLEMENTS, P.A.
310 EAST MAIN STREET
LAKELAND, FL 33801

SUBJECT: NEXGEN ASSET PROTECTION, L.L.C.
Ref. Number: W05000043896

We have received your document for NEXGEN ASSET PROTECTION, L.L.C. and your check(s) totaling \$133.75. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$21.25.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 405A00057875

ARTICLES OF ORGANIZATION
OF
NEXGEN ASSET PROTECTION L.L.C.

Pursuant to the provisions Chapter 608 of the Florida Statutes ("the Florida Limited Liability Company Act"), the undersigned organizers, Mark E. Clements, hereby adopt the following Articles of Organization.

ARTICLE I

NAME: The name of the limited liability company shall be: NexGen Asset Protection, L.L.C.

ARTICLE II

TERM: The existence of the limited liability company will be perpetual.

ARTICLE III

ADDRESS: The mailing address and street address of the principal office of the company is:

Mailing Address:

Street Address:

P.O. Box 8817
Lakeland, Florida 33806

130 South Massachusetts Ave #201
Lakeland, Florida 33801

ARTICLE IV

REGISTERED OFFICE AND AGENT: The name and address of the registered agent and office of the limited liability company are:

Mark E. Clements
130 South Massachusetts Ave #201
Lakeland, Florida 33801

ARTICLE V

MANAGEMENT: The limited liability company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. Management authority shall be vested solely in its members, each member having equal management authority. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are:

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OCT 10 PM 3:36
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Name:

Mark E. Clements

Calene N. Hernandez

Address:

P.O. Box 8817
Lakeland, Florida 33806

2522 Pine Valley Drive
Lakeland, Florida 33810

ARTICLE VI

PURPOSE: The purposes for which the NEXGEN ASSET PROTECTION, L.L.C., is formed are:

- (A) to provide financial and planning services and the sale of life insurance and annuity products to the public.
- (B) to engage in such other lawful acts or activities for which limited liability companies may be formed under Section 608 of the Statutes of the State of Florida.

ARTICLE VII

ADMINISTRATION OF NEW MEMBERS: No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII

ORGANIZER: The name and address of the organizers are:

Mark E. Clements
P.O. Box 8817
Lakeland, Florida 33806

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Lakeland, Florida, on this 9 day of ~~February~~ September, 2005.

MCC

MEC

Mark E. Clements

STATE OF FLORIDA
COUNTY OF POLK

Sworn to (or affirmed) and subscribed before me this 9th day of Sept., 2005,
by Mark E. Clements, who is personally known to me or who produced _____
_____ as identification.

My commission expires:

Julie E. Hance
Notary Public -- State of Florida

