

G.I. Plan, Inc.
10014 Grove Dr.
Port Richey, FL. 34668

-R(S), (if known):

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SECRETARY
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- Examiner's Initials**

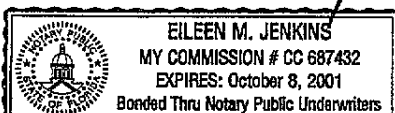
ARTICLE XIII-INDEX

(*1)	G.F. PLAN Silver, Inc.	:Name	¶I
(*2)	10014 Grove Drive, Port Richey, Fl. 34668	:Address	¶I
(*3)	Applicable Florida Statutes	:Applicable Statute of Incorporation	¶II
(*4)	Insurance Sales	:Specific Business or Licensed-Certified Professional	¶II
(*5)	January 1, 2000 - Perpetuity	:Commencement of Corporate Existence	¶III
(*6)	Melvin R. Staley	:Name of Registered Agent	¶IV
(*7)	10014 Grove Drive, Port Richey, Fl. 34668	:Address of Registered Office	¶IV
(*8)		:Number of Initial Directors	¶V
(*9)	Two (2)	:Number of Authorized Shares	¶VI
(*10)	One Hundred (100)	:\$ Par Value or no Par Value	¶VI
(*11)	Common	:Class of Shares	¶VI
(*12)	Melvin R. Staley 10014 Grove Drive, Port Richey, Fl. 34668	:Name and address of each Incorporator	¶VII
(*13)	Melvin R. Staley 10014 Grove Drive, Port Richey, Fl. 34668	:Name and address of each Member of the Initial Board of Directors	¶VII
	Thomas Bruder 18930 St. Laurent Drive, Lutz, Fl. 33549		
(*14)		:Preemptive Rights	¶X
(*15)		:Cumulative Voting	¶X
(*16)	See Article XIII	:Special Provisions	¶XII

(*6) Melvin R. Staley Acceptance by Registered Agent ¶XI Melvin R. Staley INCORPORATOR

STATE OF FLORIDA)
COUNTY OF PASCO) INCORPORATOR

The foregoing instrument was acknowledged before me on DECEMBER 20, 1999
by MELVIN R. STALEY INCORPORATOR



Eileen M. Jenkins Notary Public

ARTICLES OF INCORPORATION

ARTICLE I - EXECUTION: Undersigned hereby execute(s) and acknowledge(s) these Articles of Incorporation, in order to organize and incorporate a business for profit, under the Corporate name (*1) and at the initial business address (*2) stated in ARTICLE XIII.

ARTICLE II - PURPOSE(S) AND OBJECT(S): The Corporation is formed, pursuant to the specific Law (*3) and for the purpose(s) or object(s) of (*4) stated in ARTICLE XIII. The Corporation may engage in the stated business or specific profession and in any other transaction or business, permitted under the laws of the United States and of this State.

ARTICLE III - DURATION: The duration of this Corporation shall be perpetual. Corporate existence shall commence (*5) stated in ARTICLE XIII, provided that all of the requirements of the law are met.

ARTICLE IV - REGISTERED OFFICE - AGENT: The name of the Registered Agent (*6) and the street address of the Registered Office (*7) are stated in ARTICLE XIII.

ARTICLE V - NUMBER OF DIRECTORS: The number of Directors constituting the initial Board of Directors, (*8) if any, are stated in ARTICLE XIII. The number of the Board of Directors, if any, shall be determined, from time to time, by the By-Laws.

ARTICLE VI - SHARES: The number of authorized shares (*9), whether such shares shall be Par Value or No Par Value (*10) and the class of shares which are authorized (*11) are stated in ARTICLE XIII.

ARTICLE VII - INCORPORATOR(S) AND DIRECTOR(S): The name and address of each Incorporator (*12) and the name and address of each Member of the initial Board of Directors (*13) are stated in ARTICLE XIII.

ARTICLE VIII - BROADEST POWERS; INCORPORATION BY REFERENCE: The Corporation shall have the broadest powers to do any and all things necessary, suitable, convenient, or proper for the accomplishment of any of the Purposes or the attainment of any of the Objects enumerated, or which, at any time, appear conducive or expedient for the protection or benefit of the Corporation either as holder of, or as to its interest in, any property or otherwise, with all the powers now or hereafter conferred, by the laws of this State, upon Corporations incorporated hereunder.

ARTICLE IX - INDEMNIFICATION: The Corporation shall Indemnify and hold harmless, any Party to a threatened, pending or completed action, suit, or proceeding, arising out of contract (as distinguished from tort), other than an action by, or in the right of, the Corporation, because he/she is or was a Director or Executive Officer thereof, against expenses (including attorneys' fees), judgments and amounts paid in settlement, actually and reasonably incurred in connection therewith, including appeals thereof, if he/she acted in good faith and in a manner, he/she reasonably believed to be in, and not opposed to, the best interests of the Corporation.

ARTICLE X, - GENERAL: A. Shareholders shall not have a preemptive right to acquire unissued or treasury shares of the Corporation or its securities that are convertible into, or carry a right to subscribe to or acquire shares, unless otherwise stated (*14) in ARTICLE XIII. B. Cumulative voting shall not be permitted unless otherwise stated (*15) in ARTICLE XIII.

ARTICLE XI - ACCEPTANCE BY REGISTERED AGENT: The Party named (Individual or Corporation) (*6) in ARTICLE XIII agrees: to act as Registered Agent, and as such, to accept Service of Process; to keep the Registered Office open during the hours prescribed by Law; and to post such Agent's name and the name of any other Officers of the Corporation authorized by Law to accept Service of Process, at the address stated in this State, in some conspicuous place in the Registered Office, as required by Law.

ARTICLE XII - SPECIAL PROVISIONS: Special Provisions are stated at (*16) in ARTICLE XIII.