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OF COUNSEL:

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Via Federal Express:

(850) 414-5500

March 28, 2000

Secretary of State

Division of Corporations

The Capitol, PL-2

Tallahassee, Florida 32399-0250

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-03/30/00-01013-009

*****78.50 *****78.50

Re: Articles of Incorporation for Vestnet, Inc., a Florida corporation

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for Vestnet, Inc. Also enclosed is check number 11927 in the amount of \$78.50 to cover the filing fee, and the cost of a certified copy of the Articles.

Please file the Articles and return a certified copy for our records. Thank you for your attention and consideration.

Very truly yours,



Lisa H. Barnett

For the Firm

FILED
MAR 30 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LHB/kl

Enclosure

cc: C. J. Capozza

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ARTICLES OF INCORPORATION

OF

**Vestnet, Inc.,
a Florida corporation**

FILED
00 MAR 30 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the Corporation is Vestnet, Inc., a Florida corporation.

ARTICLE II

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE III

The street address of the initial registered office of the Corporation is 821 Fifth Avenue South, Suite 201, Naples, Florida 34102, and the name of its initial Registered Agent at such address is Lisa H. Barnett. The principal office of the Corporation is located at c/o P.O. Box 422, Naples, Florida 34103-3725.

ARTICLE IV

The Corporation shall have at least one (1) Director. The initial Board of Directors of the Corporation shall be comprised of one (1) Director whose name and address is:

C. J. Capozza
P.O. Box 422
Naples, Florida 34103-3725

ARTICLE V

The name and address of the incorporator is:

C. J. Capozza
P.O. Box 422
Naples, Florida 34103-3725

ARTICLE VI

The purpose of the Corporation shall be all lawful purposes, including but not limited to buying, selling, trading, holding, or investing in any publicly traded or privately held stock, bond, commodity, fund, or security.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 20 day of March, 2000.

INCORPORATOR:


C. J. Capozza

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That Vestnet, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3738 Rachel Lane, Naples, Florida 34103-3725, and has named Lisa H. Barnett, 821 Fifth Avenue South, Suite 201, Naples, Florida 34102 as its agent to accept service of process within Florida.

Vestnet, Inc.,
a Florida corporation

Date: March 20, 2000

By: 
C. J. Capozza, Incorporator

FILED
00 MAR 30 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: March 20, 2000


Lisa H. Barnett