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May 10, 2000

Wealth Preservation Planning Associates  
98 SE 6<sup>th</sup> Avenue Suite 1  
Delray Beach, FL 33483  
(561) 274-6686

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

To whom it may concern,

Enclosed please find the following:

1. An original and one copy of the Articles of Incorporation for the above named Corporation.
2. A check in the amount of \$122.50 for filing fees.

Please send responses or receipts concerning this filing to the above address. Should you have any questions, do not hesitate to call me at the phone number listed above.

Thanking you in advance for your help.

Sincerely,

  
Edward J. Barrett, Incorporator

W-13145

FILED  
00 MAY 31 PM 1:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 22, 2000

EDWARD J. BARRETT  
98 SE 6TH AVE STE 1  
DELRAY BEACH, FL 33843

SUBJECT: WEALTH PRESERVATION PLANNING ASSOCIATES  
Ref. Number: W00000013145

We have received your document for WEALTH PRESERVATION PLANNING ASSOCIATES and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the original and one copy of your document, along with 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) 487-6928.

Tim Burch  
Document Specialist

Letter Number: 900A00028974

ARTICLES OF INCORPORATION  
OF  
WEALTH PRESERVATION PLANNING ASSOCIATES, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent and hereby forms a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I – NAME

The name of the Corporation is Wealth Preservation Planning Associates, Inc.

ARTICLE II – PURPOSE

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III- PRINCIPAL OFFICE

The address of the principal office of the Corporation is 98 SE 6<sup>th</sup> Avenue, Suite 1, Delray Beach, Florida 33483 and the mailing address is the same.

ARTICLE IV – INCORPORATOR

The name and address of the incorporator of the corporation is:

Edward J. Barrett  
401NE Mizner Blvd. PH 901  
Boca Raton, FL 33432

ARTICLE V – PRESIDENT

The initial President of the Corporation shall be Edward J. Barrett whose address shall be the same as the address in ARTICLE IV above.

ARTICLE VI – CAPITALIZATION

- 6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).
- 6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provide shares of stock of any class, confer any preemptive right that the board of directors may deem inadvisable in connection with such issuance.
- 6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restriction or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights voting powers, restrictions, limitations as to dividends, qualification, or terms or conditions of redemption of stock

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#### ARTICLE VII – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### ARTICLE VIII – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE IX – TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### ARTICLE X – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this corporation is located at 98 SE 6<sup>th</sup> Avenue, Suite 1, Delray Beach, FL 33483. The registered agent is Edward J. Barrett at same address.

#### ARTICLE XI – BYLAWS

The board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws

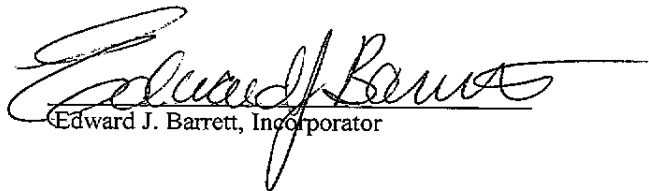
#### ARTICLE XII – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of the State, State of Florida.

#### ARTICLE XIII – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation, or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed foregoing Articles of Incorporation, this 10<sup>th</sup> day of May 2000.

  
Edward J. Barrett, Incorporator

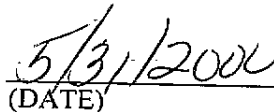
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISION OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Wealth Preservation Planning Associates, Inc.
2. The name and address of the registered agent and office is: Edward J. Barrett  
98 SE 6<sup>th</sup> Avenue, Suite 1  
Delray Beach, FL 33483

*Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointments as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(SIGNATURE)

  
(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL

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00 MAY 31 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA