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Cooper City, FL 33330

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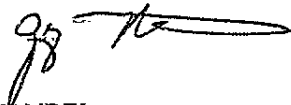
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FLORIDA 32314

FILED
OCT 27 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO WHOM IT MAY CONCERN,

ENCLOSED PLEASE FIND TWO ORIGINAL SET OF CORPORATION PAPERS FOR FINANCIAL HEALTH ADVISOR CORP. ALSO ENCLOSED IS A CHECK IN THE AMOUNT OF \$70.00 PLEASE FILE THESE PAPERS WITH THE DEPARTMENT OF STATE AND RETURN ONE SET BACK TO MY OFFICE. THANK YOU FOR YOUR COOPERATION.

RESPECTFULLY,


GARY MANDEL

D. BROWN OCT 30 2000

FILED
00 OCT 27 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION

The undersigned, acting as incorporator(s), for the purpose of forming of a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be:

FINANCIAL HEALTH ADVISOR, CORP

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7744 PETERS ROAD PMB #242
PLANTATION, FLORIDA 33324

ARTICLE III: SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is:

1000 shares no par value

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

RICHARD A. BERNSTEIN
7744 PETERS ROAD PMB#242
PLANTATION, FLORIDA 33324

ARTICLE V: INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:

RICHARD A. BERNSTEIN
7744 PETERS ROAD PMB#242
PLANTATION, FLORIDA 33324

The undersigned incorporator has executed these Articles of Incorporation this 25 day of October, 2000

Richard A. Bernstein

FILED
00 OCT 27 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

The name of the corporation is:

FINANCIAL HEALTH ADVISOR, CORP

The name and address of the registered agent and office is:

RICHARD A. BERNSTEIN
7744 PETERS ROAD PMB#242
PLANTATION, FLORIDA 33324

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 appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Richard A Bernstein

Date: 10/25/00

