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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFTT CORPORATION OR P.A.

NATIONAL NETWORK OF ESTATE PLANNING CPA'S, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF

NATIONAL NETWORK OF ESTATE PLANNING CPA's, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I: NAME

The name of the Corporation ("Corporation") is National Network of Estate Planning CPA's, Inc.

ARTICLE II: TERM OF EXISTENCE

The Corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

ARTICLE III: PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 1030 North Orange Avenue, Suite 102, Orlando, Florida 32802.

ARTICLE IV: AUTHORIZED SHARES

The maximum number of shares this Corporation is authorized to issue is 10,000 shares per value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V: REGISTERED AGENT AND OFFICE

The initial street address of the Corporation's registered office is 1030 North Orange Avenue, Suite 102, Orlando, Florida 32802. The initial registered agent for the Corporation at that address is Thomas Spencer.

ARTICLE VI: INCORPORATORS

The name and street addresses of the person signing these articles of incorporation is:

Name

Address

Thomas Spencer

1030 North Orange Avenue, Suite 102
Orlando, Florida 32802

Prepared By:
Ic Tomchin, Esq.
9 East Livingston St.
Orlando, FL 32801
(07) 839-3383

Rev Number - 0086600
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ARTICLE VII: INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the person who will serve on the initial board of directors is:

Name

Address

Thomas Spencer

1030 North Orange Avenue, Suite 102
Orlando, Florida 32802

ARTICLE VIII: INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX: RESTRAINT ON ALIENATION OF SHARES

The shareholders of the corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the corporation may sell or transfer stock in the corporation unless such sale or transfer has been approved at a shareholder meeting especially called for that purpose.

X: AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on November 20, 2000.

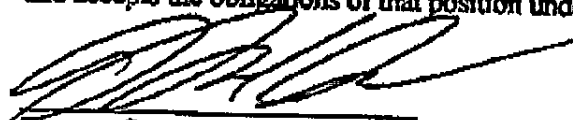

Thomas Spencer

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for National Network of Estate Planning CPA's, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501(3).


Thomas Spencer

Date: 11/20/2000

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