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June 8, 2001

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-06/19/01--01051--005
*****70.00 *****70.00

Re: Consulting & Life Care Planning, Inc.
Our file #7044.1

Dear Sir or Madam:

Please find enclosed with this letter the original and a copy of the Articles of Incorporation for Consulting & Life Care Planning, Inc. and the Certificate of Designation of Registered Agent and Registered Office. Please accept for filing in your office the original Articles of Incorporation and the original Certificate of Designation of Registered Agent and Registered Office. Also enclosed is this firm's check made payable to you in the amount of \$70.00 representing your required filing fee.

Please time stamp the enclosed copies of the Articles of Incorporation and Certificate of Designation of Registered Agent and Registered Office and return the stamped copies to me in the enclosed stamped self-addressed return envelope. Thank you and please contact me immediately if you require anything further.

Very truly yours,

MOSS, HENDERSON, BLANTON, LANIER,
KRETSCHMER & MURPHY, P.A.

By David L. Hancock
David L. Hancock

DLH:tk
enclosures

FILED
01 JUN 19 PM 12: 17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch JUN 21 2001

ARTICLES OF INCORPORATION
OF
Consulting & Life Care Planning, Inc.

FILED
01 JUN 19 PM 12:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be **Consulting & Life Care Planning, Inc.**, hereinafter referred to as the "Corporation."

ARTICLE II

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

ARTICLE III

The Corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the corporation as hereinabove set forth in Article II.

ARTICLE IV

The Corporation has the authority to issue five thousand (5,000) shares of common stock with a par value as may be established by the Board of Directors of the Corporation. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The Corporation shall have a perpetual existence.

ARTICLE VI

The initial street address of the principal office of the Corporation in the State of Florida is 1485 37th Street, Suite 202, Vero Beach, Florida 32960. The initial mailing address of the principal office of the Corporation in the State of Florida is P.O. Box 6388, Vero Beach, Florida 32961.

ARTICLE VII

The name and street address of the incorporator is:

David L. Hancock, Esq.
Moss, Henderson, Blanton, Lanier, Kretschmer & Murphy, P.A.
817 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE VIII

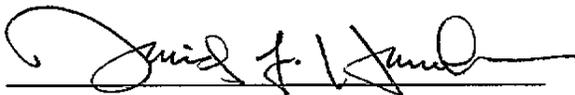
The registered agent and the registered agent's address for service of process within this state shall be:

David L. Hancock, Esq.
Moss, Henderson, Blanton, Lanier, Kretschmer & Murphy, P.A.
817 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE IX

There shall be such restrictions on the shares of stock of the Corporation as are duly authorized by the Board of Directors of the Corporation consistent with the laws of the State of Florida and the U.S. Internal Revenue Code, as each may be amended from time to time.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 18th day of June, 2001.



David L. Hancock, Esq., Incorporator

David L. Hancock, Esq.
Moss, Henderson, Blanton, Lanier, Kretschmer & Murphy, P.A.
817 Beachland Boulevard
Vero Beach, Florida 32963
(561) 231-1900

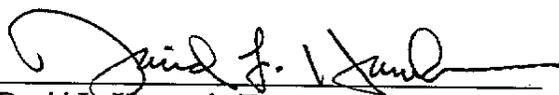
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, 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.

1. The name of the corporation is: Consulting & Life Care Planning, Inc.
2. The name and address of the registered agent and office is:

David L. Hancock, Esq.
Moss, Henderson, Blanton, Lanier, Kretschmer & Murphy, P.A.
817 Beachland Boulevard
Vero Beach, Florida 32963

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 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.


David L. Hancock, Esq.
Registered Agent
Dated: June 18, 2001

FILED
01 JUN 19 PM 12:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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