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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

PENSION QUOTE INC.

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 15, 2001

EMPIRE

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SUBJECT: PENSION QUOTE, INC.
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PENSION QUOTE INC.

ARTICLE I

The name of this corporation is:

PENSION QUOTE, INC.

The principal place of business is: 95 Merrick Way, Suite 400, Coral Gables, FL 33134.

ARTICLE II

This corporation is organized for any and all lawful businesses for which a corporation may be incorporated under the Florida General Corporation, Act, Chapter 607, Florida Statutes. And in particular the corporation is intended to specifically incorporated for designing pension services and products for financial companies.

ARTICLE III

This corporation is authorized to issue one hundred thousand (100,000) shares of common stock at one dollar per share. The corporation will initially issue ten thousand (10,000) shares of common stock to Gene Gordon.

ARTICLE IV

Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, services, in payment of corporate debts or otherwise shall have the right to purchase one's proportionate share thereof.

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ARTICLE V

The street address of the initial registered office of this corporation is: 2000 S. Dixie Hwy., Suite 102, Miami, Florida 33133 and the name of the initial registered agent of this corporation at that address is: MARK ALAN LEVINE, which agent, pursuant to Section 48.091, Florida Statutes, shall accept service of process within this State.

ARTICLE VI

This corporation shall have one director. The number of directors may be increased or decreased from time to time in such manner as may be predescribed by the Bylaws. The name and address of the initial director of this corporation is:

NAME	ADDRESS
EUGENE GORDON	95 Merrick Way, Suite 400 Coral Gables, FL 33134

This corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of that person having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by that person as such director or officer, and shall reimburse each such person for all expenses (including attorney's fees), reasonably incurred by that person in connection with any such claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his or her duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that one of such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction with like force and effect as if he/she were not such director or officer of such other corporation or not so interested.

ARTICLE VII

The name and address of the person signing these Articles of Incorporation is:

EUGENE GORDON — 95 Merrick Way, Suite 400, Coral Gables, FL 33134

ARTICLE VIII

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders and Board of Directors.

ARTICLE IX

That the subscribers to stock shall be as follows:

100% EUGENE GORDON — Ten Thousand (10,000) shares of Common Stock

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, this 25 day of SEPT, 2001.

EUGENE GORDON

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STATE OF FLORIDA)

SS:

COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State of Florida, County of Dade, to take acknowledgments, personally appeared EUGENE GORDON, to me known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above-named this 25 day of SEPT, 2001.

Mark Alan Levine

NOTARY PUBLIC

My Commission Expires:

OFFICIAL NOTARY SEAL
MARK ALAN LEVINE
COMMISSION NUMBER
CC993125
MY COMMISSION EXPIRES
JAN. 28,2003

NOTARY PUBLIC STATE OF FLORIDA

The undersigned, having been named to accept service of process for the above corporation at the place designated in Article VI hereof, hereby accepts such agency and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.

Mark Alan Levine

MARK ALAN LEVINE

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