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MEYER & McDONALD
ATTORNEYS AND COUNSELORS AT LAW

A PARTNERSHIP OF ATTORNEYS
CERTIFIED PUBLIC ACCOUNTANT
AND CERTIFIED FINANCIAL PLANNER

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¹ ALSO CERTIFIED PUBLIC ACCOUNTANT
² ALSO CERTIFIED FINANCIAL PLANNER
³ ALSO ADMITTED WISCONSIN BAR

December 13, 2001

14
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

800004726758--0
-12/14/01--01050--014
****140.00 *****70.00

Gentlemen:

Enclosed are:

- 1 Original and a copy of Articles of Incorporation for **Landen, Wells & Associates, Inc.**, a new corporation
- 2 Articles of Merger for **Landen, Wells, & Associates, Inc.**, a Michigan corporation registered to do business in Florida (Document Number P15018). The Michigan corporation will be merged into the new Florida corporation, which will be the survivor corporation.
- 3 My check in the amount of \$140.00 in payment of the following fees:

Filing fee for articles of incorporation	\$ 35.00
Filing fee for Articles of Merger for merging corporation	35.00
Filing fee for Articles of Merger for surviving corporation	35.00
Registered Agent fee	<u>35.00</u>
Total	\$140.00

Please file the original Articles of Incorporation and return the enclosed copy to me at your earliest opportunity with the document number and filing date stamped thereon.

Very truly yours,

Marshall McDonald

Marshall McDonald, III
Enc.

FILED
DEC 14 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

LANDEN, WELLS & ASSOCIATES, INC.

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

ARTICLE 1 - NAME

The name of the corporation is Landen, Wells & Associates, Inc.

ARTICLE 2 - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 3902 Burns Road, Palm Beach Gardens, Florida 33410.

ARTICLE 3 - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares.

ARTICLE 4 - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Marshall McDonald, III, 1070 East Indiantown Road, Suite 312, Jupiter, Florida 33477.


ARTICLE 5 - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Marshall McDonald, III, 1070 East Indiantown Road, Suite 312, Jupiter, Florida 33477.

ARTICLE 6 - DIRECTORS

This corporation shall have one director. The number of directors may be either increased or decreased from time to time as provided in the bylaws of this corporation, but shall never be less than one.

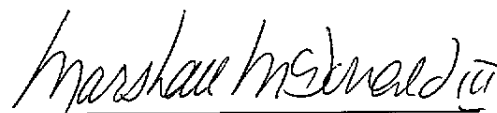
Dated: December 13, 2001


Marshall McDonald, III
Incorporator

FILED
DEC 14 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 am familiar with and accept the obligations of my position as registered agent.

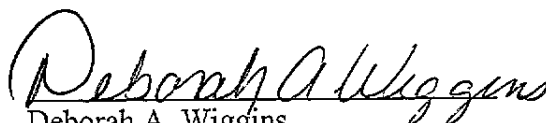
Dated: December 13, 2001



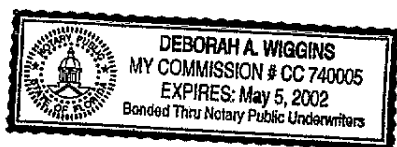
Marshall McDonald, III
Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 13th day of December, 2001, by Marshall McDonald, III, who is personally known to me and who did not take an oath.



Deborah A. Wiggins
Notary Public, State of Florida
My Commission Expires
Commission No.



FILED
01 DEC 14 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA