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APRIL 22, 2002

FILED
02 APR 29 AM 9:27
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

Dear Sir/Madam:

Enclosed are Articles of Incorporation for **RABALAIS FINANCIAL SERVICES, INC.**
together with a check for the following:

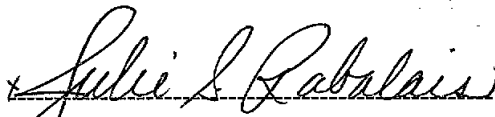
REGISTERED AGENT FEE	\$	35.00
ARTICLES OF INCORPORATION		
FILING FEE:		35.00
CERTIFIED COPY OF ARTICLES		
OF INCORPORATION:		8.75
TOTAL:		\$ 78.75

Please mail the Certified Copy of Articles of Incorporation to:

SMITH, SMITH & ASSOCIATES, INC.
137 PLACID DRIVE
FORT MYERS, FLORIDA 33919

100005368241--4
-04/29/02--01068--001
*****78.75 *****78.75

Very truly yours,


JULIE S. RABALAIS

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of organizing a Corporation, pursuant to the laws of the State of Florida, do hereby adopt the Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: **RABALAIS FINANCIAL SERVICES, INC.**

ARTICLE II

The nature of business of the Corporation, and the object and purpose to be transacted, promoted, or carried on by it, are as follows to wit:

a.

**TO SELL INSURANCE AND RELATED PRODUCTS AND TO CONDUCT SEMINARS
AND EDUCATION MEETINGS INCLUDING SPEAKING ENGAGEMENTS**

b.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purpose or the attainment of any of the objects, or the furtherance of anything herein before set forth, either alone or in association of other Corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or pertinent to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

c.

Among the powers that this Corporation is authorized to exercise is to the same extent that natural persons might or could do, to purchase or otherwise acquire and to hold, own, maintain, work, develop, sell, lease, exchange hire, convey, mortgage, or otherwise dispose of and deal in lands, leaseholds, and any personal or mixed property, and any franchised, rights, licenses, or privileges, necessary, convenient, or appropriate for any of the proposed herein expressed.

d.

The business or purpose of the Corporation is from time to time, to do any one or more of the acts and things herein above set forth, and it shall have power to conduct and carry on its business or any part thereof, and to have one or more offices, and to exercise all or any of its Corporation powers and rights, in the whole State of Florida, and in various other States, Territories, Colonies, and Dependencies of the United States and the District of Columbia, and in all or any Foreign Countries.

ARTICLE III

This Corporation shall have perpetual existence.

ARTICLE IV

The total authorized capital stock of the Corporation is as follows:
1,000 Shares of Common Stock, which shall have a par value of: \$1.00 Per Share.

ARTICLE V

The amount of capital which this Corporation shall begin business, shall be at least \$ 1,000.00 (One Thousand Dollars)

ARTICLE VI

The post office address and the principal office of the Corporation shall be as follows, 13180 N CLEVELAND AVE SUITE 111, NORTH FORT MYERS, FLORIDA 33903

ARTICLE VII

The management of this Corporation shall be vested in a Board of Directors of not less than two and no more than five Directors, as may be fixed by the by-laws. The Directors shall be elected at the annual meeting of the Stockholders to be held at the general office of the Corporation located at: 13180 N CLEVELAND AVE SUITE 111 NORTH FORT MYERS, FLORIDA 33903 at 9:00 A.M. on the FOURTH TUESDAY, of APRIL each year.

Until such election, the Directors of said Corporation shall be as follows:

<u>JULIE S. RABALAIS</u>	-	<u>President</u>
<u>KENNETH P. RABALAIS</u>	-	<u>Vice President</u>
<u>JULIE S. RABALAIS</u>	-	<u>Secretary</u>
<u>KENNETH P. RABALAIS</u>	-	<u>Treasurer</u>

ARTICLE VIII

The names and addressess of the persons forming this Corporation, and who will serve as its OFFICERS.

President - JULIE S. RABALAIS 13148 TALL PINE CIRCLE FORT MYERS FLORIDA
Vice President KENNETH P. RABALAIS 13148 TALL PINE CIRCLE FORT MYERS FL
Secretary- JULIE S. RABALAIS 13148 TALL PINE CIRCLE FORT MYERS FLORIDA
Treasurer-KENNETH P. RABALAIS 13148 TALL PINE CIRCLE FORT MYERS FL

It is further provided that these Officers above named, who, unless otherwise provided by these Articles of Incorporation or the by-laws, shall hold office for the first year of the existence of this Corporation, or until their successors are elected or appointed and have qualified.

ARTICLE IX

The meeting of the Board of Directors shall be held immediately following the annual meeting of the Stockholders, and at the same place. The Executive Officers of this Corporation shall be: President, Vice-President, Secretary, and Treasurer. The office of any two may be held by the same person, except that of President and Secretary. Such Executive Officers shall be elected by the Board of Directors at each annual meeting held as foresaid. The board of Directors shall have the power to fill any vacancy in the Board of Directors, or any other office.

ARTICLE X

The first meeting of the Incorporators, and Directors, for the purpose of organizing and adopting by-laws and electing Executive Officers, shall be held at: 137 PLACID DRIVE FORT MYERS, FL. 33919 ON APRIL 16, 2002 or as soon on the said day thereafter as the meeting can be held.

ARTICLE XI

The names and Post Office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares each one shall own are as follows:

<u>PRESIDENT/SECRETARY</u>	<u>JULIE S. RABALAIS</u>	<u>750 Shares</u>
	<u>13148 TALL PINE CIRCLE</u>	
	<u>FORT MYERS, FLORIDA 33907</u>	
<u>VICE PRESIDENT/TREASURER</u>	<u>KENNETH P. RABALAIS</u>	<u>250 Shares</u>
	<u>13148 TALL PINE CIRCLE</u>	
	<u>FORT MYERS, FLORIDA 33907</u>	

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XII

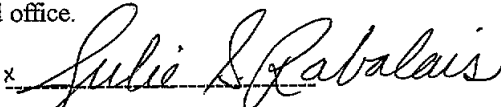
CERTIFICATE OF RESIDENT AGENT:

RABALAIS FINANCIAL SERVICES, INC., desiring to organize under the laws of the State of Florida, with its principal office at: **13180 N. CLEVELAND AVE SUITE 111 NORTH FORT MYERS, FLORIDA 33903** has named **JULIE S. RABALAIS** as its principal agent to accept services of process within this State.

Certificate designating place of business or Domicile for the service of process within this State, naming agent upon whom process may be served and names and addresses of the Officers and Directors.

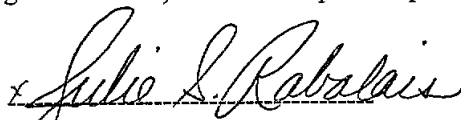
ACKNOWLEDGEMENT:

Having been named to accept services of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of Section 607.0501 and 607.0505 Florida Statutes relative to keeping open said office.

x 
JULIE S. RABALAIS

ACCEPTANCE:

I agree as Resident Agent to accept service of process: to keep office open during prescribed hours; to post my name (and any other Officers of said Corporation authorized to accept service of process at the above designated address) in some conspicuous place in the Office as required by law.

x 
Resident Agent: JULIE S. RABALAIS

STATE OF FLORIDA
DEPARTMENT OF STATE

IN WITNESS WHEREOF, I have hereunto set my hands and seals on this
the 27th day of APRIL, 2002 A.D.

Julie S. Rabalais
JULIE S. RABALAIS

x Kenneth P. Rabalais
KENNETH P. RABALAIS

STATE OF FLORIDA
COUNTY OF LEE

Be it remembered that on the ____ day of APRIL, 2002 A.D., personally
appeared before me, the undersigned, officers authorized to administer oaths and take
acknowledgements, **JULIE S. RABALAIS AND KENNETH P. RABALAIS** to me well
known and known to me to be the individuals described in and who signed and executed the
foregoing Articles of Incorporation, and they acknowledged and declared that they did make,
subscribe, and acknowledge the foregoing Articles of Incorporation, and by one's voluntary acts
and deeds, and the things set forth are true and correct.

Gail S. Smith
Notary Public

My Commission Expires:

