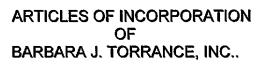
CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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RILED HILL

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act do hereby adopt the following articles of incorporation:

ARTICLE I

The name of this Corporation is: BARBARA J. TORRANCE, INC.

ARTICLE II

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is:

Section 1: To engage in any lawful business, including but not limited to, life and health insurance sales and services and retirement planning.

Section 2: To carry on such other business or activities as may be necessary, convenient or desirable to accomplish the above purposes, and to do all other things incidental thereto which are not prohibited by law or by these Articles of Incorporation.

ARTICLE III

CAPITAL STRUCTURE:

The aggregate number of shares which the corporation is authorized to issue is 100 shares. Initially 100 shares will be issued. The shares will be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE IV

TERMS OF EXISTENCE: This corporation is to exist perpetually. Corporate existence shall begin when this Corporation is filed with the Secretary of State's Office.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this Corporation in the State of Florida is 4742 Lords Ave., Sarasota, FL 34231, and the name of its initial registered agent is BARBARA J. TORRANCE.

ARTICLE VI

OFFICERS: The names and addresses of the initial officers are:

President, Secretary, Treasurer: BARBARA J. TORRANCE., 4742 Lords Ave., Sarasota, FL 34231.

Vice-President: RONALD W. TORRANCE, 4742 Lords Ave., Sarasota, FL 34231.

ARTICLE VII

INITIAL STOCKHOLDERS: The business of this corporation shall be managed by its shareholders rather than a Board of Directors. In the management of the business of the corporation the act of a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the corporation. The names and residence addresses of the shareholder of the corporation is:

BARBARA J. TORRANCE., 4742 Lords Ave., Sarasota, FL 34231. 100 shares.

ARTICLE VIII

INDEMNIFICATION BY CORPORATION: The corporation shall have the right to indemnify and hold harmless any officer, employee or agent of the corporation from any liability, claim, or demand arising out of or in connection with that corporate capacity, and to purchase and maintain liability insurance therefor, pursuant to the terms and conditions of the Florida General Corporation Act, as amended, unless prohibited or restricted.

ARTICLE IX

SUBSCRIBER: The name and address of the subscriber to these Articles of Incorporation is: BARBARA J. TORRANCE., 4742 Lords Ave., Sarasota, FL 34231. IN WITNESS WHEREOF, I have hereunto subscribed my name this 2 day of July,

BARBARA J. TØRRANCE.

STATE OF FLORIDA COUNTY OF SARASOTA

2002.

Acknowledged before me this $\frac{\sqrt{2}}{2}$ day of July, 2002 by BARBARA J. TORRANCE, who are personally known to me and who did not take an oath.

Notary Public

My Commission Expires:

George Browning, III.

MY COMMISSION # CC991231 EXPIRES

April 30, 2005

BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of chapter 607.034, Florida Statutes, the following is submitted, in compliance with said Act :

FIRST--That BARBARA J. TORRANCE, INC.. desiring to organize under the laws of the State of Florida with its principal office at 4742 Lords Ave., Sarasota, FL 34231, and the name of its initial registered agent is BARBARA J. TORRANCE., 4742 Lords Ave., Sarasota, FL 34231.

OFFICERS:

President, Secretary, Treasurer: BARBARA J. TORRANCE., 4742 Lords Ave., Sarasota, FL 34231.

Vice-President: RONALD W. TORRANCE., 4742 Lords Ave., Sarasota, FL 34231.

DIRECTORS:

The business of this corporation shall be managed by its Shareholders.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BARBARA J. TØRRANCE

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