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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : YOUR CAPITAL CONNECTION, INC.  
Account Number : J20000000257  
Phone : (850) 224-8870  
Fax Number : (850) 224-7047

**FLORIDA PROFIT CORPORATION OR P.A.**

**P&L BALANCED, INC.**

Certificate of Status	0
Certified Copy	0
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Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION  
OF  
P&L BALANCED, INC.**

**Pursuant to Chapter 607.0201 of the Florida Statutes**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this corporation will be: **P&L BALANCED, INC.**

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is:

21346 St. Andrews Blvd Suite 404  
Boca Raton, Florida 33433

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by the corporation shall be to engage in any an all lawful business permitted under the laws of the United States and the State of Florida.

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ANDREW LOCKWOOD, ESQ. FLA BAR #0190675  
Two South University Drive Suite 312  
Plantation, Florida 33324

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TALLAHASSEE, FLORIDA

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**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares that this corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred Thousand (100,000) shares of common stock, par value \$.001 per share, and One Thousand (1,000) shares of preferred stock, with such rights and preferences as the board of directors may designate, par value \$.001 per share.

**ARTICLE V  
TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VI  
REGISTERED AGENT  
AND  
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this corporation shall be:

Andrew Lockwood  
Two South University Drive Suite 312  
Plantation, Florida 33324

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ANDREW LOCKWOOD, ESQ. FLA BAR #0190675  
Two South University Drive Suite 312  
Plantation, Florida 33324

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**ARTICLE VII  
BOARD OF DIRECTORS**

This corporation shall have one (1) to seven (7) directors, as determined by the board. The names of the initial directors of the corporation are as follows:

Peter J. Parente  
Laura Brill  
Leslie A. Parente

**ARTICLE VIII  
INCORPORATOR**

The name and address of the Incorporator is:

Andrew Lockwood  
Two South University Drive Suite 312  
Plantation, Florida 33324

**ARTICLE IX  
INDEMNIFICATION**

This corporation may indemnify any director, officer, employee or agent of the corporation to the fullest extent permitted by Florida law.

**ARTICLE X  
AFFILIATED TRANSACTIONS**

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

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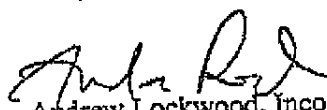
ANDREW LOCKWOOD, ESQ. FLA BAR #0190675  
Two South University Drive Suite 312  
Plantation, Florida 33324

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**ARTICLE XI  
CONTROL SHARE ACQUISITIONS**

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 29<sup>th</sup> day of July, 2002

  
Andrew Lockwood, Incorporator

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ANDREW LOCKWOOD, ESQ. FLA BAR #0190675  
Two South University Drive Suite 312  
Plantation, Florida 33324

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**CERTIFICATE DESIGNATING  
REGISTERED AGENT  
AND  
OFFICE FOR SERVICE OF PROCESS**

P&L Balanced, Inc., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 21346 St. Andrews Blvd., Suite 404, Boca Raton, Florida, has named Andrew Lockwood at Two South University Drive Suite 312, Plantation, Florida 33324 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE**

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to comply with all applicable provisions of law. In addition, I hereby state that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.

  
Andrew Lockwood

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ANDREW LOCKWOOD, ESQ. FLA BAR #0190675  
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