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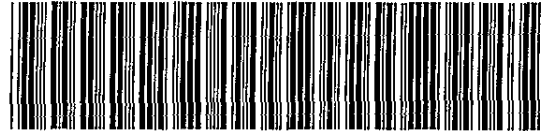
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JIM DAVID SHUMAKE

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Attorney at Law
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Phone:(239) 643-5858
Fax: (239) 403-2639

February 26, 2003

THE DEPARTMENT OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: ABUNDANT LIFE FINANCIAL SERVICES, INC.

Dear Sirs:

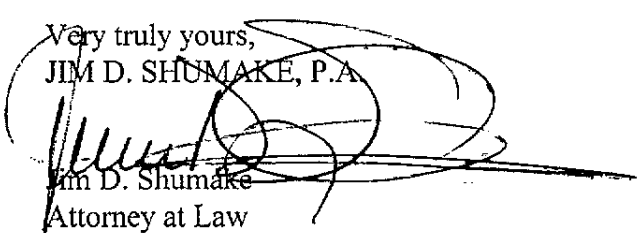
Enclosed herewith for filing and registration, please find the following:

1. Articles of Incorporation.

I also enclose a check in the amount of \$125.00 for the initial filing fee associated with the Articles of Incorporation.

Thank you for registering this corporation and providing me with the appropriate copies requested herein.

Very truly yours,
JIM D. SHUMAKE, P.A.



Jim D. Shumake
Attorney at Law

JDS:dg
Enclosures: (as indicated)

ARTICLES OF INCORPORATION
OF
ABUNDANT LIFE FINANCIAL ADVISORS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned incorporator, being a natural person of the age of eighteen (18) years or more, and desiring to form a Corporation under the laws of the State of Florida, does hereby sign, verify and deliver in duplicate to the Secretary of State of the State of Florida these ARTICLES OF INCORPORATION.

ARTICLE I

NAME

The name of the Corporation shall be:

ABUNDANT LIFE FINANCIAL ADVISORS, INC.

ARTICLE II

PERIOD OF DURATION

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE III

PURPOSE

The purpose for which this Corporation is organized is to transact any lawful business or businesses for which Corporations may be incorporated pursuant to the Florida Corporation Code, and shall include financial planning, asset management, real estate and related services and products.

ARTICLE IV

SHARES

The Corporation shall have one class of stock which shall be designated common stock. The aggregate number of shares which this Corporation shall have the authority to issue is one hundred (100) shares. No share shall be issued until it has been paid for, and it shall thereafter be non-assessable. All shares will have (\$1.00 par value).

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CLERK OF THE
SOLICITOR GENERAL'S
OFFICE

ARTICLE V

PREEMPTIVE RIGHTS

A shareholder of the Corporation shall be entitled to a preemptive right to purchase, subscribe for, or otherwise acquire any un-issued or treasury shares of stock of the Corporation, or any options or warrants to purchase, subscribe for or otherwise acquire any such un-issued or treasury shares, or any shares, bonds, notes, debentures, or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such un-issued or treasury shares.

ARTICLE VI

SHARE TRANSFER RESTRICTIONS

The Corporation shall have the right to impose restrictions upon the transfer of any of its authorized shares or any interest therein. The Board of Directors is hereby authorized on behalf of the Corporation to exercise the Corporation's right to so impose such restrictions.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be at **741 101ST Avenue North, Naples, Florida 34108** and the name of the initial registered agent at such address is **STEPHEN V. SANTORO, M.B.A.** The written consent of the initial registered agent to the appointment as such is stated below. Either the registered office or the registered agent may be changed in the manner provided by law.

ARTICLE VIII

INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be at:

741 101st Avenue North, Naples, Florida 34108

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of one (1) director, and the name and address of the person who shall serve as director until the first annual meeting of shareholders or until his successors are elected and shall qualify is: **STEPHEN V. SANTORO, M.B.A.** The number of directors shall be fixed in accordance with the bylaws.

ARTICLE X

LIMITATION ON DIRECTOR LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director; except that this provision shall not eliminate or limit the liability of a director to the Corporation or to its shareholders for monetary damages otherwise existing for (i) any breach of the director's duty of loyalty to the Corporation or to its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) acts specified in the Florida Business Corporation Act; or (iv) any transaction from which the director directly or indirectly derived any improper personal benefit. If the Florida Business Corporation Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended. Any repeal or modification of this Article XI shall not adversely affect any right or protection of a director of the Corporation under this Article XI, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article XI, prior to such repeal or modification.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense, including attorneys' fees, incurred by reason of the fact that he is or was a director or officer of the Corporation or, while serving as a director or officer of the Corporation, he is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign Corporation or other individual or entity or of an employee benefit plan. The Corporation shall also indemnify any person who is serving or has served the Corporation as director, officer, employee, fiduciary, or agent, and that person's estate and personal representative, to the extent and in the manner provided in any bylaw, resolution of the shareholders or directors, contract, or otherwise, so long as such provision is legally permissible.

ARTICLE XII

QUORUM OF SHAREHOLDERS MEETING

Except as bylaws adopted by the shareholders may provide for a greater quorum requirement, a majority of the outstanding shares shall constitute a quorum at any meeting of shareholders. Except as bylaws adopted by the shareholders may provide for a greater voting requirement and except as is otherwise provided by the Florida Business Corporation Act with respect to action on amendment to these Articles of Incorporation, on a plan of merger or share exchange, on the disposition of substantially all of the property of the Corporation, on the granting of consent to the disposition of property by an entity controlled by the Corporation, and on the dissolution of the Corporation, action on a matter other than the election of directors is approved if a quorum exists and if the votes cast favoring the action exceed the votes cast opposing the action. Any bylaw adding, changing, or deleting a greater quorum or voting requirement for shareholders shall meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever are greater.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator is as follows:

STEPHEN V. SANTORO, M.B.A.
741 101st Avenue North,
Naples, Florida 34108

IN WITNESS WHEREOF, the above named incorporator signed these ARTICLES OF INCORPORATION on February 26th, 2003.


STEPHEN V. SANTORO, M.B.A.

DESIGNATION AND ACCEPTANCE AS RESGISTERED AGENT

The undersigned consents to the appointment as the initial registered agent of **ABUNDANT LIFE FINANCIAL ADVISORS, INC.**


STEPHEN V. SANTORO, M.B.A.