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From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
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FLORIDA PROFIT CORPORATION OR P.A.

HERZ LEGACY PLANNERS, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 MAY -4 AM 9:50

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**ARTICLES OF INCORPORATION
OF
HERZ LEGACY PLANNERS, INC.**

The undersigned, acting as incorporator of Herz Legacy Planners, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

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ARTICLE I. NAME

The name of the corporation is: Herz Legacy Planners, Inc.

ARTICLE II. ADDRESS

The principal place of business and the mailing address of the corporation is:

8120 Valhalla Drive
Delray Beach, Florida 33446

ARTICLE III. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. AUTHORIZED SHARES

The number of shares of stock that the corporation is authorized to issue is One Thousand (1,000) Shares of Common Stock, all of which are of a par value of One Dollar (\$1.00) each.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 8120 Valhalla Drive, Delray Beach, Florida 33446, and the name of the corporation's initial registered agent at that address is Roman Herz.

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The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator is:

Roman Herz
8120 Valhalla Drive
Delray Beach, Florida 33446

The incorporator of the corporation assigns to this corporation his rights under Section 607.0205, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the director.

ARTICLE VIII INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

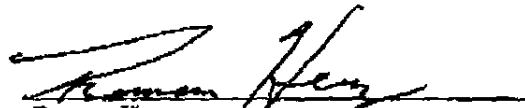
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ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 34th day of May, 2005.


Roman Herz

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **HERZ LEGACY PLANNERS, INC.**, desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at 8120 Valhalla Drive, Delray Beach, Florida 33446, has named Roman Herz, as its agent to accept service of process within this state.

Acceptance of Appointment by Registered Agent

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent for **Herz Legacy Planners, Inc.** and agrees to accept service of process on behalf of the corporation. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the obligations of his position as registered agent.


Roman Herz

Date: May 4th, 2005

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