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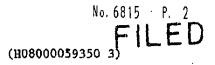
FLORIDA PROFIT/NON PROFIT CORPORATION

FoolProof Financial Education Systems, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
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Electronic Filing Menu

Corporate Filing Menu



2008 MAR -6 PM 1:51

SECRETARY OF STATE

ARTICLES OF INCORPORATION TALLAHASSEE, FLORIDA OF FOOLPROOF FINANCIAL EDUCATION SYSTEMS, INC.

<u>ARTICLE I - NAME</u>

The name of this corporation is FoolProof Financial Education Systems, Inc.

ARTICLE II - ADDRESS

The principal office and mailing address of the corporation is 516 Delannoy Avenue, Cocoa, Florida 32922.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, *Florida Statutes*.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of \$0.01 par value common stock.

JOHN R. KANCILIA, ESQ. FLORIDA BAR NO. 0381195 GRAYROBINSON, P.A. 1800 West Hibiscus Blvd., Ste. 138 Melbourne, FL 32901

Telephone: 321-727-8100 Facsimile: 321-984-4122 \316302\2 - # 310146 v1 1

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

1800 West Hibiscus Boulevard, Suite 138 Melbourne, Florida 32901

The name of the initial registered agent of this corporation at that address shall be:

JOHN R. KANCILIA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

- A. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.
 - B. The name and address of the initial director of this corporation are as follows:

Name Street Address

Malcolm Kirchenbaum 516 Delannoy Avenue Cocoa, Florida 32922

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Name Address

John R. Kancilia 1800 West Hibiscus Boulevard, Suite 138

Melbourne, Florida 32901

(H08000059350 3)

<u>ARTICLE IX - BYLAWS</u>

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of March, 2008.

JOHN R. KANCILIA, Incorporator

(H08000059350 3)

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of FoolProof Financial Education Systems, Inc., I hereby accept and agree to act in this capacity.

JOHN R. KANCILIA

2008 MAR -6 PM 1: 52 SECRETARY OF STATE