

Mar 06 2008 3:49PM

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FLORIDA PROFIT/NON PROFIT CORPORATION

FoolProof Financial Education Systems, Inc.

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**ARTICLES OF INCORPORATION
OF
FOOLPROOF FINANCIAL EDUCATION SYSTEMS, INC.**

ARTICLE I - NAME

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
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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:

<u>Name</u>	<u>Street Address</u>
Malcolm Kirchenbaum	516 Delannoy Avenue Cocoa, Florida 32922

ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
John R. Kancilia	1800 West Hibiscus Boulevard, Suite 138 Melbourne, Florida 32901

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ARTICLE IX - BYLAWS

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

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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

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