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HEREIN IS UNCLASSIFIED
DATE 06-15-2003 BY 60322
UCBAW

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Please feel free to telephone me if any additional information is needed.

Virginia Tamm - 0885

VTO/dmd
Enclosure: Articles of Incorporation
Check for \$122.50

**ARTICLE OF INCORPORATION
OF
RETIREMENT DESIGNS, INC.**

FILED
95 MAR -6 AM 9:43
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation

**ARTICLE 1
NAME**

The name of the corporation shall be: RETIREMENT DESIGNS, INC.

**ARTICLE 2
ADDRESS OF PRINCIPAL OFFICE OF CORPORATION**

The principal office of the corporation shall be located at: 1002 S.E. Spinnaker Avenue, Port St. Lucie, Florida 34982. The mailing address of the corporation shall be: Post Office Box 1848, Stuart, Florida 34995-1848.

**ARTICLE 3
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE 4
PURPOSE**

The corporation may transact any and all lawful business for which corporation may be incorporated under the Florida General Corporation Act.

**ARTICLE 5
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One (1) share of common stock having a nominal or par value of One and no/100 Dollars (\$1.00).

**ARTICLE 6
REGISTERED AGENT**

The corporation's initial registered office and initial registered agent at that address shall be:

NAME

ADDRESS

Noah M. Powers, III

1002 S.E. Spinnaker Avenue
Port St. Lucie, Florida 34982

**ARTICLE 7
DIRECTORS**

The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The names and street addresses of the members of the first Board of Directors who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

NAME

ADDRESS

Noah M. Powers, III

Post Office Box 1848
Stuart, Florida 34995-1848

**ARTICLE 8
INCORPORATORS**

The names and street addresses of the incorporators of these Articles of Incorporation are as follows:

NAME

ADDRESS

Noah M. Powers, III

Post Office Box 1848
Stuart, Florida 34995-1848

**ARTICLE 9
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

**ARTICLE 10
INDEMNIFICATION**

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

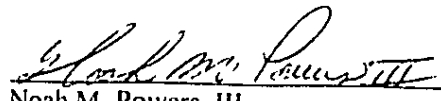
**ARTICLE 11
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE 12
MISCELLANEOUS**

Stockholders and directors meetings may be held within or without the State of Florida.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 3rd day of March, 1995



Noah M. Powers, III

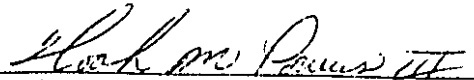
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607 0501, Florida Statutes (1993), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is Retirement Designs, Inc

The name and address of the initial registered agent and office is. Noah M. Powers, III, 1002 S.E. Spinnaker Avenue, Port St. Lucie, Florida 34982.

Having been named as Registered Agent and to accept service of process for the above state corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Registered Agent

RECEIVED
SEP 13 1993
CLERK OF COURT
PORT ST. LUCIE