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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: GRANT FINANCIAL PLANNING, INC.
FAX AUDIT NUMBER: H95000004486
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EFFECTIVE DATE
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[Signature]

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SECRETARY OF STATE
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Prepared by:
Harleston Wood
1000 Brickell Ave #300
Miami, FL 33131
305-358-1000

ARTICLES OF INCORPORATION

OF

GRANT FINANCIAL PLANNING, INC.

EFFECTIVE DATE

4-20-95

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ARTICLE I
NAME

The name of this Corporation is GRANT FINANCIAL PLANNING, INC..

ARTICLE II
PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of common stock, each at \$0.10 par value.

ARTICLE IV
INITIAL REGISTERED OFFICE & AGENT

The name of the initial registered agent of this Corporation is, together with the agent's address which is the street address of the initial registered office of this Corporation:

WILLIAM A. GRANT
11688 S.W. 91st. Terrace
Miami, Florida 33176

The street address of the office of this Corporation and the business office of its registered agent are identical.

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**ARTICLE V
BOARD OF DIRECTORS**

This Corporation shall have at least one director. The Incorporator shall serve as the initial director. The number of directors of this Corporation may be established from time to time in the manner provided by the Bylaws.

**ARTICLE VI
INCORPORATOR**

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

**WILLIAM A. GRANT
11688 S.W. 91st. Terrace
Miami, Florida 33176**

**ARTICLE VII
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

**ARTICLE VIII
BYLAWS**

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

**ARTICLE IX
CORPORATE EXISTENCE**

The existence of this Corporation shall be perpetual and shall commence on the date of acknowledgment and subscription of these Articles.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of April, 1995.


**WILLIAM A. GRANT,
Incorporator.**

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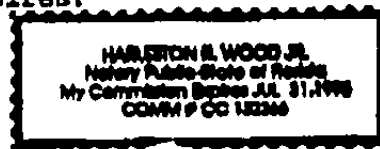
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STATE OF FLORIDA }
COUNTY OF DADE } ss:

The foregoing instrument was acknowledged before me this day of April, 1995, by WILLIAM A. GRANT, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

Harleston R. Wood
Name:
Notary Public-State of Florida
My Commission Expires:

Harleston R. Wood
1000 Brickell Avenue
Suite 300
Miami, Florida 33131



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as registered agent of GRANT FINANCIAL PLANNING, INC.

This acceptance is dated the 20TH day of April, 1995.

William A. Grant
WILLIAM A. GRANT
Registered Agent

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TALLAHASSEE, FLORIDA

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