

TRANSMITTAL LETTER
P95000036159

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

TELEPHONE 1-407-492-2317
05/00/95--01144--0.00
***131.25 ***131.25

SUBJECT: RETIREMENT ASSETS CONSULTANTS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

___\$70.00 ___\$78.75 ___\$122.50 X \$131.25

FROM: CLARENCE C. MCMASTER II
431 EAST 20TH STREET SUITE 7C
NEW YORK, NY 10010-7509

212 475 7022
(Daytime Telephone Number)

Sincerely,


Clarence C. McMaster II

EFFECTIVE DATE
APR 27 1995

FILED
APR 27 1995
CLARENCE C. MCMASTER II
431 EAST 20TH STREET SUITE 7C
NEW YORK, NY 10010-7509

MAY 8 1995 BSB

ARTICLES OF INCORPORATION
OF
RETIREMENT ASSETS CONSULTANTS, INC.

FILED
95 MAY -7 AM 6:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

EFFECTIVE DATE
APR 27 1995

ARTICLE I

The name of this corporation shall be RETIREMENT ASSETS CONSULTANTS, INC., and the initial address of this corporation shall be c/o Alfred J. Katzin, C.P.A., 3801 Hollywood Boulevard, Nations Bank Building, Hollywood, Florida 33021-6729.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
5000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his prorata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall be effective as of April 27, 1995, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at c/o Alfred J. Katzin, C.P.A., 3801 Hollywood Boulevard, Nations Bank Building, Hollywood, Florida 33021-6729, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be ALFRED J. KATZIN.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first director of the corporation, who shall hold office for the first year or until her successor is duly elected and qualified shall be :

ELIZABETH WHITTORNE
c/o Alfred J. Katzin, C.P.A.
3801 Hollywood Boulevard
Nations Bank Building
Hollywood, Florida, 33021-6729

ARTICLE VIII

The name and address of the incorporator is Clarence C. McMaster II, 431 East 20th Street, Suite 7C, New York, NY 10010-7509.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in , or are directors or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be

disclosed or shall have been known to the board of directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 27 day of April, 1995




CLARENCE C. MCMASTER II
Incorporator

STATE OF NEW YORK)
) SS:
COUNTY OF MANHATTAN)

BEFORE ME, the undersigned authority, personally appeared CLARENCE C. MCMASTER
II, to me known to be the person described in and who executed the foregoing Articles of
Incorporation, who after being duly sworn under oath, acknowledged before me that he executed
the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 27th day of
April 19 85


Notary Public

ADELE E. MACFARLANE
Notary Public, State of New York
No. 31-7649473
Qualified in New York County
Commission Expires December 31, 1985

My Commission expires:

INCORPORATORS

The name and address of the Incorporator of these Articles of Incorporation is:

CLARENCE C. MCMASTER II
431 EAST 20TH STREET, SUITE 7C
NEW YORK, NY 10010-7509

The undersigned Incorporator has executed these Articles of Incorporation this 27 day of April, 1995

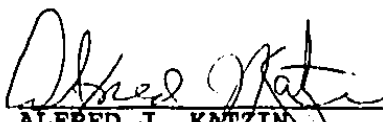
Clarence C. McMaster II
Signature

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

In compliance with the laws of Florida, the following is
submitted:

First, that RETIREMENT ASSETS CONSULTANTS, Inc. desiring to
organize under the laws of the State of Florida, has named
ALFRED J. KATZIN, 3801 Hollywood Boulevard, Nations Bank
Building, Hollywood, Florida 33021-6729, County of Broward,
as its statutory Registered Agent.

Having been named the statutory Registered Agent of the
above corporation at the place designated in this certificate,
I hereby accept the same and agree to act in this capacity,
and agree to comply with the provisions of Florida law relative
to keeping the office open, and I accept the obligations of
Section 607.325 F.S.


ALFRED J. KATZIN
Registered Agent

FILED
MAY -3 11 8:53
CLERK OF DISTRICT COURT
JUDICIAL DISTRICT NO. 1
MIAMI, FLORIDA

Dated this 27 day of APRIL 1995