

THE  
**BRERETON**  
COMPANY

**P95000044153**

May 26, 1995

Secretary of State  
Division of Corporations  
Post Office Box 627  
Tallahassee, FL 32314

RE: BRERETON KRAUSE & MYERS, INC.

Dear Sir:

Regarding the above referenced new corporation, please find enclosed the following:

1. Articles of Incorporation to be filed.
2. Designation of Registered Agent.
3. Check in the amount of \$122.50 covering the following:

(a)	Certified Copy	\$ 52.50
(b)	Filing Fee	35.00
(c)	Registered Agent	<u>35.00</u>
	Total	\$122.50

Please file the original, certify the copy and return same to this office.

Thank you.

Sincerely yours,

*Barbara A. Brereton*

Barbara A. Brereton

Enclosures

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-05/31/95--01056--009  
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**ARTICLES OF INCORPORATION  
OF  
BRERETON KRAUSE & MYERS, INC.**

The undersigned Incorporator to these articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is **BRERETON KRAUSE & MYERS, INC..**

**ARTICLE II - ADDRESS**

The principal place of business and mailing address of the corporation is 5811 Pelican Bay Boulevard, Suite 612, Naples, Florida 33963.

**ARTICLE III - PURPOSE**

The purpose of this corporation is the transaction of any activity or business permitted under the laws of the United States and the State of Florida. The corporation shall be engaged in the business of providing professional consulting and marketing of life insurance products.

**ARTICLE IV - CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to issue is Ten Thousand (10,000) shares of stock having a par value of One Dollar (\$1.00) per share and consisting of one class only.

#### ARTICLE V - SUBSCRIBERS

The name and street address of the subscribers of the initial issue of stock under these Articles of Incorporation are: THE BRERETON COMPANY, INC., Post Office Box 10248, Naples, FL 33941-0248; and LEXCO, INC., 5811 Pelican Bay Boulevard, c/o Suite 600, Naples, FL 33963.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5811 Pelican Bay Boulevard, Suite 612, Naples, Florida 33963, and the name of the initial registered agent of this corporation at that address is BARBARA A. BRERETON.

#### ARTICLE VII - MANAGEMENT

The corporation shall be managed by the shareholders instead of the Board of Directors.

#### ARTICLE VIII - INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is BARBARA A. BRERETON, Post Office Box 10248, Naples, FL 33941-0248.

#### ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

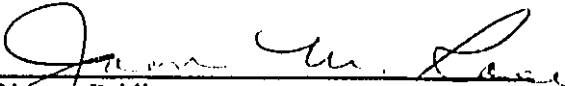

IN WITNESS WHEREOF, the Incorporator has hereunto set her hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 26 day of may, 1995.

Barbara A. Brereton  
BARBARA A. BRERETON

STATE OF FLORIDA

COUNTY OF COLLIER

Before me, a Notary Public, the foregoing instrument was acknowledged this  
26 day of May, 1995, by BARBARA A. BRERETON, who is personally  
known to me.

  
Notary Public  
State of Florida at Large  
My Commission Expires:  JOAN M. ROSE  
Notary Public, State of Florida  
Commission No. CC 409971  
My Commission Expires 10/25/98  
Specified Through Fla. Notary Service & Bonding Co.  
Joan M. Rose  
(Printed, typed or stamped commissioned name of Notary Public)

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND  
REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, **BRERETON KRAUSE & MYERS, INC.**, desiring to be 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:

1. The name and address of the registered agent and office is:

**BARBARA A. BRERETON**  
Post Office Box 10248  
Naples, Florida 33941-0248

Having been named as registered agent and to accept service of process for the above stated 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.

  
**BARBARA A. BRERETON**  
Registered Agent

Date: May 26, 1995.