

O'NEILL, DIMANNO & KELLY  
ATTORNEYS AT LAW  
15 BEAMAN STREET  
NEW YORK, NEW YORK 10038-1509

GERALD T. DIMANNO  
JAMES A. KELLY, JR.  
CHARLES V. O'NEILL  
URBAN S. MULVEHILL\*  
SAMUEL W. SANSONE  
JAMES P. SAUTER\*\*

TELEPHONE (212) 267-5556

FACSIMILE (212) 227-3233

ROBERT T. McQUADE  
(1995-1996)

\* ADMITTED IN NEW YORK AND CONN.  
\*\* ADMITTED IN NEW YORK, NEW JERSEY

January 3, 1996

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

Re: Behren's Financial Strategies, Inc.

700001681937  
-01/09/96--01005--015  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Please find enclosed for filing the Articles of Incorporation of Behren's Financial Strategies, Inc. together with our firm check No. 15873 in the amount of \$122.50 in payment of the filing fee.

Kindly return a certified copy of the Articles of Incorporation to the undersigned.

Very truly yours,

*Urban S. Mulvehill*

Urban S. Mulvehill

USM:ld  
Enc.

*Urban Mulvehill* GAVE

NOTED BY PHONE TO  
CORPORATION address  
1/11/96  
DOC. EXAM. BSB

JAN 10 1996 BSB

FILED  
96 JAN -8 PM 6:58  
DEPT OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BEHREN'S FINANCIAL STRATEGIES, INC.

**FILED**  
96 JAN -8 PH 6:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the corporation) is BEHREN'S FINANCIAL STRATEGIES, INC.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purposes for which the corporation is initially organized, which shall continue to be the purposes of the corporation until the same may be amended pursuant to the provisions of the Florida Business Corporation Act, and which shall include until amended the authority of the corporation to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, except as may be herein expressly restricted, are as follows:

To provide personal financial planning;

To analyze personal finances and make mutual fund investment recommendation;

To monitor mutual funds and mutual fund investments;

To prepare and/or deliver information related to personal financial planning in various forms, including, but not limited to or necessarily including, newsletters, reports, bulletins, educational material and reference material, in one or more formats, including, but not limited to or necessarily including, print, digitally stored formats and video;

To provide information on fraudulent financial practices and investor vulnerability for the protection of investors;

To conduct seminars, radio, television and other media presentations;

To hold such federal and state registrations and licenses, to file such federal and state filings and to maintain such federal and state records as may be required by the corporation's activities;

To have all powers conferred upon corporations organized under the Florida Business Corporation Act, except as herein expressly restricted.

The corporation shall not hold property or securities of others or any power to trade or deal in property or securities of others or to authorize others to trade or deal in property or securities of others.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 1,000, all of which shall be without par value, shall be of the same class and shall be Common shares.

FIFTH: The shareholders shall not have preemptive rights. No holder of any of the shares of any class of the corporation shall be entitled, as of right, to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SIXTH: The address of the initial registered office of the corporation in the State of Florida is 2417 Golf Brook Drive, West Palm Beach, Florida 33414, and the name of the initial registered agent of the corporation at such address is Robert A. Behren. The principle office address and the registered office address are the same.

SEVENTH: The number of directors constituting the Initial Board of Directors of the corporation is one.

The name and address of each person who is to serve as a member of the initial Board of Directors of the corporation is as follows:

NAME

ADDRESS

Robert A. Behren

2417 Golf Brook Drive  
West Palm Beach, FL 33414

EIGHTH: The name and address of the incorporator is as follows:

NAME

ADDRESS

Robert A. Behren

2417 Golf Brook Drive  
West Palm Beach, FL 33414

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on December 28, 1995

  
ROBERT A. BEHREN, Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept his appointment as registered agent on whom process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation, and does hereby state that he is familiar with, and accepts the obligations of Section 607.0501 of the Florida Business Corporation Act.

  
ROBERT A. BEHREN