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409 EAST GAINES STREET

MIAMI FL 33135-

00000000

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3094

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FINANCIAL PARTNERS OF AMERICA INCORPORATED

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ARTICLES OF INCORPORATION
OF
FINANCIAL PARTNERS OF AMERICA INCORPORATED

The undersigned adopts the following Articles of Incorporation to form a corporation
under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be Financial Partners of America Incorporated.

ARTICLE II - COMMENCEMENT & DURATION

The corporation shall commence its existence on January 10, 1996 and shall exist
perpetually unless sooner dissolved according to law. The corporation shall sell insurance
products and securities and may engage in other activities allowed under Florida law.

ARTICLE III - ADDRESS

The mailing address of the corporation is c/o Tom Chen, 5200 N. Ocean Blvd., #1201
Fort Lauderdale FL 33308.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

| <u>No. Shares</u> | <u>Classification</u> | <u>Par Value</u> |
|-------------------|-----------------------|------------------|
| 500 | Common | \$1.00 |

Subject to applicable Florida statutes, every Shareholder, upon the sale of any new stock
of the corporation of the same kind, class or series as he or she already holds, shall have the

Prepared by:
ANN FISHER, P.A.
1514 Zuleta Avenue
Coral Gables, FL 33146
305-865-5944
Fla Bar No: 0328227

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right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - REGISTERED AGENT

The name and address of the Registered Agent of the corporation is Julius Montagne, 1550 Beach Ave., Atlantic Beach FL 32233.

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator of the corporation is Julius Montagne, 1550 Beach Ave., Atlantic Beach FL 32233.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time thereafter according to the bylaws of the corporation but shall never be less than one. The names and street addresses of the initial directors of this corporation are

Julius Montagne
1550 Beach Ave.
Atlantic Beach FL 32233

Tom Chen
5200 N. Ocean Blvd. #1201
Fort Lauderdale FL 33308

ARTICLE VIII - SHAREHOLDER PROPERTY


Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE IX - AMENDMENTS TO ARTICLES

The Directors shall have the power to amend or repeal these Articles of Incorporation with not less than a two-thirds vote of the common stock.

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IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of
Incorporation this 10th day of January, 1996.


Incorporator

ACCEPTANCE BY REGISTERED AGENT

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.


Registered Agent

Date: January 10, 1996

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