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DITTMER, WOHLUST & WILKINS, P.A.

Attorneys at Law
230 LOOKOUT PLACE
MAITLAND, FLORIDA 32751

TERRANCE H. DITTMER
G. CHARLIN WOHLUST
ROBERT C. WILKINS, JR.

POST OFFICE BOX 941090
MAITLAND, FLORIDA 32794-1090
TELEPHONE (407) 839-0000
FACSIMILE (407) 839-1993

April 26, 1996

*return to
Pick up*

Attorneys Title Insurance
660 E. Jefferson Street
Sul' 200
Tallahassee, FL 32301
ATTN: Julia

200001798512
-04/29/96--01056--014
****122.50 ****122.50

RE: Lisa Green - Personal Financial Advisor, Inc.
Incorporation

Dear Julia:

In connection with the above-referenced corporation, enclosed for filing with the Secretary of State is an original and one copy of the Articles of Incorporation of said corporation. Also enclosed is my firm's check payable to the Department of State in the amount of \$122.50 to cover the costs of filing said corporation with the Secretary of State.

Please have these filed and send verification of filing and certified copy of Articles of Incorporation to our office at the above address via your courier. Should you have any questions regarding this matter, please do not hesitate to call.

Sincerely,



Debbie Jamski
Legal Assistant

/daj
Enclosures

FILED
96 APR 29 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*SAB
4/29/96*

Articles Of Incorporation
Of
Lisa Green - Personal Financial Advisor, Inc.

FILED
96 APR 29 PM 12:15
CLERK OF THE STATE
PALM BEACH, FLORIDA

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the state of Florida.

ARTICLE I - Name

The name of this corporation shall be:

LISA GREEN - PERSONAL FINANCIAL ADVISOR, INC.

ARTICLE II - Principal Office and Mailing Address

The principal office of the corporation is located at 245 ATLANTIC AVENUE, #3, PALM BEACH, FLORIDA 33480, and the mailing address of the corporation is 245 ATLANTIC AVENUE, #3, PALM BEACH, FLORIDA 33480.

ARTICLE III - Initial Registered Office and Agent

The name of the initial registered agent of this corporation is Robert C. Wilkins, Jr., and the street address of the initial registered office of this corporation is 230 LOOKOUT PLACE, MAITLAND, FLORIDA 32751.

ARTICLE IV - Business and Activities

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the state of Florida.

ARTICLE V - Capital Stock

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$ 1.00 per share.

ARTICLE VI - Effective Date and Term of Existence

The effective date upon which this corporation shall come into existence shall be April 29, 1996, and it shall exist perpetually thereafter until dissolved according to law.

ARTICLE VII - Directors

A. *The initial number of directors of this corporation shall be one (1).*

B. *The number of directors may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.*

C. *Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.*

D. *Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.*

E. *The names and street addresses of the initial members of the board of directors, each to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified, are:*

Name

Street Address

Lisa Green

245 Atlantic Avenue, #3
Palm Beach, FL 33480

F. *Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation, for any cause deemed sufficient by such shareholders.*

G. *In case one or more vacancies shall occur in the board of directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.*

ARTICLE VII - Incorporator

The name and street address of the incorporator signing these articles is:

Name

Street Address

Robert C. Wilkins, Jr.

230 Lookout Place
Maitland, FL 32751

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of this corporation.


ARTICLE X - Amendment to Articles

These articles of incorporation may be amended in the manner provided by law. Every amendment which requires shareholder approval shall be approved by the board of directors, proposed by them to the shareholders as required by law, and approved at a shareholders' meeting by the holders of a majority of the stock issued, outstanding and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.

ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 26th day of April, 1996.

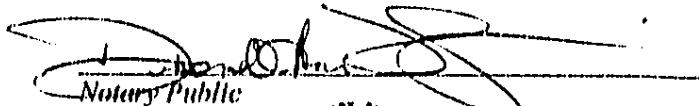


ROBERT C. WILKINS, JR.

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 22 day of April, 1996, by Robert C. Wilkins, Jr. who is personally known to me and who did (did not) take an oath.


Notary Public



DELORAH ANN JAMSKI
My Commission CC0509057
Expires Nov. 14, 1999

ACCEPTANCE BY REGISTERED AGENT

I hereby accept appointment as registered agent of LISA GREEN - PERSONAL FINANCIAL ADVISOR, INC., and state that I am familiar with, and accept the obligation of this position.


ROBERT C. WILKINS, JR.

FILED
96 APR 29 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000036722

DETTMER, WOHLUST & WILKINS, P.A.

Attorneys at Law
230 LOOKOUT PLACE
MAITLAND, FLORIDA 32751

MERRYBETH DETTMER
O. CHARLES WOHLUST
ROBERT C. WILKINS, JR.

POST OFFICE BOX 941690
MAITLAND, FLORIDA 32794-1690
TEL: (407) 819-0009
FAX: (407) 819-1995

July 31, 1996

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


RE: Lisa Green - Personal Financial Advisor, Inc.

Dear Sir/Madam:

In connection with the above-referenced corporation, enclosed for filing with the Secretary of State is an original and one copy of the Articles of Amendment to the Articles of Incorporation of Lisa Green - Personal Financial Advisor, Inc. Also enclosed is my firm's check payable to the Department of State in the amount of \$35.00 to cover the costs of filing said documents with the Secretary of State.

Please send verification of filing and certified copy of each document to our office at the above address. Should you have any questions regarding this matter, please do not hesitate to call.

Sincerely,



Debbie Jamski
Legal Assistant

400001911694
-08/02/96--01053--012
*****35.00 *****35.00

/daj
Enclosures

Amend

VS AUG 1 2 1996

APPROVED
FILED
95 AUG -2 PM 9:56
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
LISA GREEN - PERSONAL FINANCIAL ADVISOR, INC.

APPROVED
AND
FILED

96 AUG -2 AM 9:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Department of State
Tallahassee, Florida 32304

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

I. The name of the corporation is presently LISA GREEN - PERSONAL FINANCIAL ADVISOR, INC.

II. The following amendments to Articles II and Article III of the Articles of Incorporation was adopted by the stockholders and directors of the corporation on June 14, 1996, in the manner prescribed by the Florida General Corporation Act:

Article II

The principal office and mailing address of the corporation is 50 Cocoanut Row, Suite 115, Palm Beach, Florida 33480.

Article III

The registered agent shall be Elizabeth Wolfe, and the street address of the registered office of this corporation is 50 Cocoanut Row, Suite 115, Palm Beach, Florida 33480.

III. The number of shares of the corporation issued at the time of such adoption was 1000; and the number of shares entitled to vote thereon was 1000.

IV. The number of shares voted for such amendment was 1000; and the number of shares voted against such amendment was 0.

Dated: 7/10/96

WITNESSES

Jani E. Hall
John W. Brown

LISA GREEN - PERSONAL FINANCIAL
ADVISOR, INC.

By: Lisa Green PRESIDENT.
Lisa Green, President

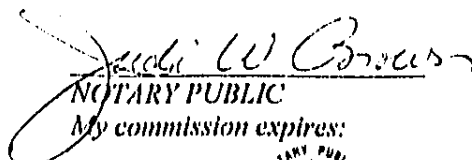
STATE OF FLORIDA
COUNTY OF

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Lisa Green to me known to be the person described in and who executed the foregoing document and she acknowledged before me that she executed the same.

FL DL CG-50 - 533 - 53 - 85000

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of June, 1996.

WIZ

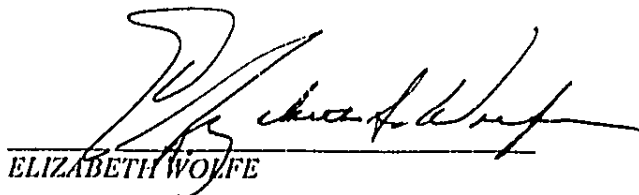

NOTARY PUBLIC
My commission expires:

ACCEPTANCE BY REGISTERED AGENT



JUDI W BROWN
My Commission CC800979
Expires Nov. 12, 1999

I hereby accept appointment as registered agent of LISA GREEN - PERSONAL FINANCIAL ADVISOR, INC., and state that I am familiar with, and accept the obligation of this position.


ELIZABETH WOLFE