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1/06/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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((H97000000199 4))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: PERSONAL FINANCIAL PLANING, INC.

AUDIT NUMBER.....H97000000199

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

1/06/97

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1-6-97
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01/06/97

14:16

NO.274 002

JAN- 6-97 MON 12:10 E CARMONA

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ARTICLES OF INCORPORATION OF

ARTICLE I - NAME

The name of this corporation is PERSONAL FINANCIAL PLANNING, INC.

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 of one dollar (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The present street address of the office of this corporation is 9527 SW 118 PL. MIAMI, FL. 33186

The name of the initial Registered Agent of this corporation is JAYME LEWIS

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial director of this corporation is:

P/D/T/S JAYME LEWIS
9527 SW 118 PL.
MIAMI, FL. 33186

Prepared by: EC Professional Services
6850 Coral Way, Suite 206
Miami, FL 33155
(305) 665-8089

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ARTICLE VII - INCORPORATOR

The name and address of the person signing these Article is:

JAMES LEMUS
9527 SW 118 PL.
MIAMI, FL. 33186

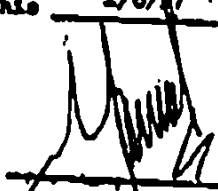
ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1/6/97


Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared JAMES LEMUS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid this 1/6/97


NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:

OFFICIAL NOTARY SEAL
EMERSON CARMONA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 00000000
MY COMMISSION EXPIRES JAN. 25, 1998

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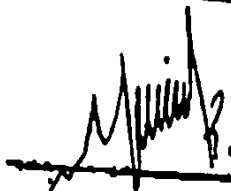
**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That PERSONAL FINANCIAL PLANNING, INC.
desiring to organize under the laws of the State of Florida,
which will have its principal office in the County of Dade,
State of Florida, has appointed JAMES LEMUS
State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors
of PERSONAL FINANCIAL PLANNING, INC. to accept
service of process for the above stated corporation, at the
place designated in this certificate, I hereby agree to act
in the capacity of Registered Agent for said corporation,
and agree to comply with the applicable provisions of the
Florida Statutes, this 1/6/97.



Registered Agent

H97000000199