THE UNITED STATES COMPORATION

ACCOUNT NO.: 072100000032

REFERENCE: 288778 11919A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE: March 11, 1997

ORDER TIME : 9:59 AM

ORDER NO. : 288778-005

CUSTOMER NO: 11919A

CUSTOMER: Chester J. Trow, Esq CHESTER J. TROW, P.A.

445 N.e. 8th Avenue

Ocala, FL 34470

DOMESTIC FILING

NAME: LIFETIME ASSET ALLOCATION &

INVESTMENT SERVICES, INC.

EFFECTIVE DATE:

\_ ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

K.R. MAR 1 1 1997

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# LANDT, WIECHENS, TROW & LaPEER

A Partnership Including Professional Associations

ATTORNIEYS AT LAW

POST OFFICE BOX 2045 OCALA, FLORIDA 34478

OCALA OFFICE: 445 N.E. 8TH AVENUE OCALA, FLORIDA 34470 Telephone (352) 732-8622 Telecoptor (352) 732-1152

BELLEVIEW OFFICE: 5709 S.E. ABSHIER BLVD BELLEVIEW, FLORIDA Telephone (352) 245-5184 Telecopter (352) 245-9608

\* Board Certified: Civil Libgation and Business Litigation Also Admitted to District of Columbia Certified Mediator

FREDERICK E. LANDT, III

EUGENE A WIECHENS, P.A.

CHESTER J. TROW, P.A.

LAPEER & WHEELER, P.A. Russell W. LaPeer'

Robert R. Wheeler

Eugene A. Wiechers

March 4, 1997

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

Lifetime Asset Allocation & Investment Services, Inc.

Dear Sir/Madame:

Enclosed are the original and one copy of the Articles of Incorporation for the above referenced corporation to be filed with the Secretary of State. Enclosed you will find a check in the amount of \$122.50 representing the fee for filing and registered agent designation.

Please return the photocopy of the Articles showing that they have been filed to our office at the above noted address. Should you have any questions do not hesitate to contact our office.

Sincerely,

For the Firm

CJT/drr

Enclosures: Articles of Incorporation

\$122.50 Check

edgawi.02

# ARTICLES OF INCORPORATION OF LIFETIME ASSET ALLOCATION & INVESTMENT SERVICES, INC.

# ARTICLE I - NAME

The name of this corporation is LIFETIME ASSET ALLOCATION & INVESTMENT SERVICES, INC. The principal address of said corporation is 3817 NE 17th Circle, Ocala, Florida 34470.

### **ARTICLE II - DURATION**

This corporation shall have perpetual existence.

#### **ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

#### ARTICLE IV - CAPITAL STOCK

- 4.1 This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.
- 4.2 Stock Certificates. Certificates of stock shall be signed by the president or the vice president, joint with the secretary and the seal of the corporation shall be impressed thereon.

# ARTICLE V - INITIAL REGISTERED OFFICE

The street address of the initial registered office of the corporation is 445 Northeast 8th Avenue, Ocala, Florida, 34470.

#### ARTICLE VI - SUBSCRIBERS AND THE

#### INITIAL BOARD OF DIRECTORS

6.1 The corporation shall have two directors initially. The number of Directors may be increased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this corporation are:

Chester J. Trow, 445 NE 8th Avenue, Ocala, FL 34470;

William H. Edgar, 3817 NE 17th Circle, Ocala, Florida 34470.

6.2 The name and address of the person signing these Articles of Incorporation is as follows:

Chester J. Trow, of 445 NE 8th Avenue, Ocala, FL 34470;

- 6.3 The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.
- 6.4 At a special meeting of shareholders called expressly for that purpose, directors may be removed in the manner provided by the By-Laws.

#### **ARTICLE VII - CONFLICTS**

Any contract or other transaction between the corporation and one or more of its directors, shareholders or employees, in which they are interested, directly or indirectly, or between the corporation and any corporation or association of which one or more of its directors, shareholders, members, directors, officers, or employees, have an interest, directly or indirectly shall be valid for all purposes, notwithstanding the presence of the direct or directors at the meeting of the board

of the corporation that acts upon, or in reference to the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board or its shareholders. This Section is intended to expand the ability of the corporation to conduct business with interested parties and shall not be construed to invalidate any contract of other transaction that would otherwise be valid under the common and statutory law applicable to it.

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

The name of the initial registered agent of this corporation is CHESTER J. TROW, who has signed a Certificate of Acceptance attached to these Articles of Incorporation to indicate his acceptance, which Certificate is incorporated herein by reference. The initial registered office where the registered agent is located is 445 Northeast 8th Avenue, Ocala, Florida.

## ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend the articles in any manner now or hereafter permitted by the law, as provided by the By-Laws.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of February, 1997.

Chester J. Trow

# STATE OF FLORIDA COUNTY OF MARION

The foregoing instrument was acknowledged before me this 25th day of February, 1997, by CHESTER J. TROW. Such person: (notary must check applicable box)

is personally known to me.

- produced a current Florida Driver's License as identification.
- produced \_\_\_\_\_\_ as identification.
- sworn to or affirmed and subscribed before the undersigned notary:

RENEE L. WOLCOTT

NY COMMISSION I/ CC398482 EXPIRES

AUGUST 24, 1998

BONGED THRU THEY MAIN UNLURANCE, PAG.

Metary Public

State of Florida, at Large My commission expires:

# CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office. I am familiar with and accept the duties and responsibilities as registered agent for LIFETIME ASSET ALLOCATION & INVESTMENT SERVICES, INC.

DATED this 25th day of February, 1997.

Chester J

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FILED