

P97000043860

KORTA & COMPANY

4230 South MacDill Avenue, Suite E • Tampa, Florida 33611
Phone 813-837-8711 • Fax 813-832-4727

FILED
97 MAY 14 AM 10:30
TALLAHASSEE, FLORIDA

May 9, 1997

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

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-05/14/97--01053--008
*****70.00 *****70.00

Subject: Wealth & Estate Planning, Inc.

Dear Sir or Madam:

EFFECTIVE DATE

5-15-97

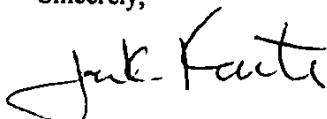
Enclosed for filing please find the original and one copy of the Articles of Incorporation and Registered Agent Designation for the above mentioned corporation and a check in the amount of \$70.00 for the filing fee.

Please return a copy of the filed Articles to the address below:

Korta & Company, Inc.
4230 S. MacDill Ave Ste. E
Tampa, FL 33611

If you have any questions, please do not hesitate to call.

Sincerely,



Jack Korta

JK/lw
Enclosures (3)

P. CHADWICK MAY 16 1997.

**ARTICLES OF INCORPORATION
OF
WEALTH & ESTATE PLANNING , INC.**

ARTICLE I - NAME

EFFECTIVE DATE The name of this Corporation shall be:
5-15-97 **WEALTH & ESTATE PLANNING, INC.**

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on MAY 15, 1997.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Two Hundred (200) shares of \$1.00 Par Value Stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which is already held, shall have the right to purchase his pro rate share thereof (as nearly as may be done without assurance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered agent of this Corporation is 12551, Suite 14, Indian Rocks Road, Largo, Tampa, FL 34644 and the principal place of business and mailing address of this Corporation is 12551, Suite 14, Indian Rocks Road, Largo, FL 34644 and the name of the initial registered agent of this Corporation
ALFRED COGNETTI

FILED
97 MAY 14 PM 03:30
TALLAHASSEE, FLORIDA

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two Directors initially. The number of Directors may either be increased or diminished from time to time by the By-laws, but shall never be less than one.

The names and addresses of the initial Directors of this Corporation are as follows:

Alfred Cagnetti
12551 Indian Rocks Road
Suite 14
Largo, FL 34644

Ronald Ward
12551 Indian Rocks Road
Suite 14
Largo, FL 34644

The names and addresses of the persons signing these Articles are:

Alfred Cagnetti
12551 Indian Rocks Road
Suite 14
Largo, FL 34644

Ronald Ward
12551 Indian Rocks Road
Suite 14
Largo, FL 34644

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X - BY-LAWS

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

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent by law.


Director (Incorporator) Signature

5-8-97
Date


Director (Incorporator) Signature

5-8-97
Date

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

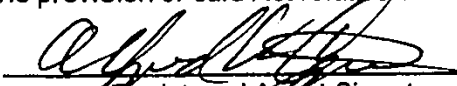
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In pursuance of Chapter 48.091 of the Florida Statutes, the
following is submitted in compliance with said Act:

First: WEALTH & ESTATE PLANNING, INC. desiring to organize under
the laws of the State of Florida, with its registered office as
indicated in the Articles of Incorporation in the City of Largo,
County of Pinellas, State of Florida, has named
ALFRED COGNETTI, whose business office is located at
12551, Suite 14, Indian Rocks Road, Largo, FL 34644 as its
registered agent to accept service of
process within this state.

ACKNOWLEDGMENT

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.


Registered Agent Signature

5-8-97
Date