P 9 70000 68302 TRANSMITTAL LETTER

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

8000,02259228--3 -08/05/97-01052-018 ****131.25 ****131.25

FILED 9 50 ANNUITY (SA TNC (Proposed corporate name - must include suffix) SUBJECT:

Enclosed is an original and one(1) copy of the articles of incorporation and a check for: **□\$**122.50 Filing Fee

& Certificate S78.75 Filing Fee S70.00 Filing Fee

Filing Fee, Certified Copy & Certificate XX \$131.25 & Certified Copy

ADDITIONAL COPY REQUIRED

DANID B, SINCHAIR Name (Printed or typed)

HOIS GULF BLYD, SUITE 104

ST, PETE BEACH PL 33706 City, State & Zip

(813) 469-1035 Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

AnnuityUSA, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4615 Gulf Blvd., Suite 104 St. Pete Beach, FL 33706

St. Pete Beach, FL 33706

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

David B. Sinclair 4615 Gulf Blvd., Suite 104 St. Pete Beach, FL 33706

ARTICLE V - INCORPORATOR

The name and Florida street address of the incorporator to these Articles of Incorporation is:

David B. Sinclair 4615 Gulf Blvd., Suite 104 St. Pete Beach, FL 33706

Signature/Incorporator

80197

Date

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

Signature/Registered Agent

Date