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SAMUEL S. SOROTA
Attorney at Law

November 17, 1997

VIA FEDERAL EXPRESS

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

300002350553--7
-11/18/97-01056-012
***122.50 ***122.50

Re: Life and Trust Corporation

Dear Sir/Madam:

Enclosed herewith are original and two copies of the Articles of Incorporation for the above-referenced corporation. I have also enclosed a check, No. 4799, in the sum of \$122.50, to cover your fee for the filing of said Articles. Kindly return our stamped copy in the Federal Express envelope provided.

Should you require additional information, please do not hesitate to contact our office. Your assistance in this matter is greatly appreciated.

Very truly yours,

Samuel S. Sorota
SAMUEL S. SOROTA

SSS/yc
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 18 AM 10:18

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
LIFE AND TRUST CORPORATION

ARTICLE I.

The name of the Corporation is: LIFE AND TRUST CORPORATION

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 7500 shares at \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V.

SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the assets of the Corporation shall be payable to and distributed ratable among the holders of record of the Common Shares.

SECTION II.

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.

The street address of the initial principal office of this Corporation is:

801 N.E. 167th Street
Suite 308
North Miami Beach, FL 33162

and the name of the initial registered agent of this Corporation and his address is:

Samuel S. Sorota
801 N.E. 167th Street
Suite 308
North Miami Beach, FL 33162

ARTICLE VII.

This corporation shall have one (1) 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).

ARTICLE VIII.

The name and address of the entity signing these Articles of Incorporation is:

SAMUEL S. SOROTA
801 N.E. 167th Street
Suite 308
North Miami Beach, FL 33162

ARTICLE IX.

AMENDMENT

This corporation reserves the right and power to amend, adopt, alter, or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X.

Special meetings of shareholders may be called by any shareholder owning at least Fifty (50%) percent of the shares entitled to vote.

ARTICLE XI.

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII.

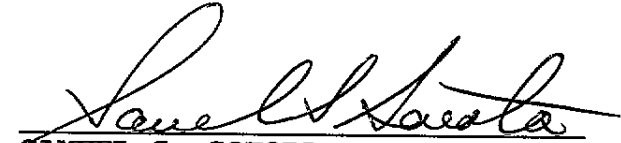
At each such election for Directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII.

PURPOSE

To carry on and conduct in all its branches and departments, as principal or agent, for general purposes, all business incidental or in any way connected therewith.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 12th day of November, 1997.

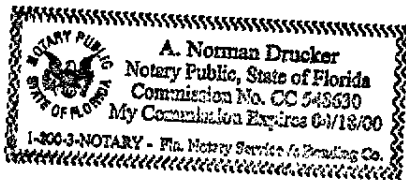

SAMUEL S. SOTORA

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared SAMUEL S. SOROTA, personally known to me, who did take an oath and that he executed the foregoing ARTICLES OF INCORPORATION for the purposes expressed therein.

ACKNOWLEDGED BEFORE ME AND IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 17th day of November, 1997.


NOTARY PUBLIC, State of Florida

My Commission Expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST THAT LIFE AND TRUST CORPORATION IS DESIRING TO ORGANIZE
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT:

801 N.E. 167th Street
Suite 308
North Miami Beach, FL 33162

AND HAS NAMED:

SAMUEL S. SOROTA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

LIFE AND TRUST CORPORATION

BY:


SAMUEL S. SOROTA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

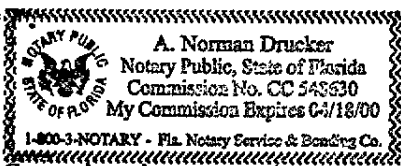
BY:


SAMUEL S. SOROTA


STATE OF FLORIDA
COUNTY OF DADE

SWORN TO AND SUBSCRIBED before me, this 17th day of November,

199



My Commission Expires:


NOTARY PUBLIC, State of Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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