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VIA FEDERAL EXPRESS

March 13, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800002456468--6
-03/13/98-01047-014
****122.50 ****122.50

Re: **INCORPORATION OF ASSET MANAGEMENT & PLANNING, INC.**

To Whom It May Concern:

Please find enclosed the following documents in connection with the incorporation of Asset Management & Planning, Inc.:

1. Two copies of the executed Articles of Incorporation for Asset Management & Planning, Inc., one of which is to be certified and returned.
2. Complete DESIGNATION OF REGISTERED AGENT form to be placed on file with the Department of State.
3. A check in the amount of \$122.50 to cover the following items:
 - \$35.00 for filing fee
 - \$52.50 for one certified copy of the Certificate of Incorporation
 - \$35.00 for certificate designating Registered Agent

Please telephone me upon the filing of the enclosed articles.

Should you have any comments or question regarding the above materials, please contact me directly.

Sincerely,



Michael T. Koenig
904-788-3560
Enclosure

FILED
98 MAR 13 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JN 3-10-98

ARTICLES OF INCORPORATION

The undersigned incorporator, being a natural person competent to contract, hereby adopts and subscribes to these Articles of Incorporation to form a Corporation under the laws of the State of Florida:

FIRST

The name of the Corporation is **Asset Management & Planning, Inc.** The name and address of the Incorporator is:

Michael T. Koenig
202 Yorkville Place
DeBary, Florida, 32713

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SECOND

The period of its duration is perpetual.

THIRD

The purpose for which the Corporation is organized is to engage in the business of investment consulting, financial planning, business consulting, and any other lawful purpose.

FOURTH

The aggregate number of Shares of capital stock which the Corporation is authorized to have outstanding is 1,000, all of which shall be common Shares with a par value of \$.01.

FIFTH

The Corporation will not commence business until at least 1.00 dollar has been received by it as consideration for the issuance of Shares.

SIXTH

1000 (One Thousand) cumulative voting of Shares of stock are authorized.

SEVENTH

Provisions limiting or denying to Shareholders the preemptive right to acquire additional or treasury Shares of the Corporation are:

Every Shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata Share thereof (as nearly as may be done without issuance of fractional Shares) at the price at which it is offered to others.

EIGHTH

Provisions for regulating the internal affairs of the Corporation are set and governed by the Board of Directors.

NINTH

The address of the initial registered office of the Corporation is **573 Crooked Stick Drive, Daytona Beach, Florida, 32114**, and the name of its initial registered agent at such address is **Brian L. Charlton**.

TENTH

The address of the principal place of business is:

**573 Crooked Stick Drive
Daytona Beach, Florida, 32114**

ELEVENTH

The number of Directors constituting the initial board of Directors of the Corporation is one, and the names and address of the persons who are to serve as Directors until the first annual meeting of Shareholders or until their successors are elected and shall qualify are:

Name	Address
Michael T. Koenig: Chairman	202 Yorkville Pl. Debary, Fl., 32713
Dale E. Veitch	4036 S. Penninsula Dr. Wilbur By The Sea, Fl., 32127
Brian L. Charlton	573 Crooked Stick Dr. Daytona Beach, Fl, 32114

Twelfth

These articles of Incorporation may be amended in the manner as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Thirteenth

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

Fourteenth


Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided in the By-Laws of this Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 13 day of March, 1998.


Michael T. Koenig, Incorporator

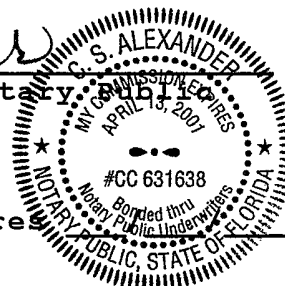
STATE OF FLORIDA)
COUNTY OF VOLUSIA)

The foregoing instrument was acknowledged before me this 13 day of March, 1998 by Michael T. Koenig, who is personally known to me or has produced a valid Florida Drivers License as identification and who did take an oath.


SEAL Notary Public

print name of Notary:

My commission expires



**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA**

Pursuant to the Florida General Corporation Act, the following is submitted, in compliance therewith:

Asset Management & Planning, Inc., desiring to organize as a corporation under the laws of the State of Florida with its registered office at **573 Crooked Stick Drive, Daytona Beach, Florida, 32114**, has named **Brian L. Charlton**, located at the above registered office, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

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 further agree to comply with the provisions of said Act relative to keeping open said office.

By: 
Brian L. Charlton, Registered Agent

Date: 3/12/98

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TALLAHASSEE, FLORIDA