CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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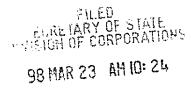
Bardes Tax & Benefit Planning Inc

Signature		
Requested by:	3 23	830
Name	Date	Time
Walk-In	Will Pick Up	

FILED: DECRETARY OF STATE: DEVISION OF CORPORATIONS

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<u>i</u>	Art of Inc. File
	LTD Partnership File
	Foreign Corp. File
	L.C. File
	Fictitious Name File
	Trade/Service Mark
	Merger File
	Art. of Amend. File
	RA Resignation
	Paragraphical Pa
	Annual Report / Reinstatement 9
<u></u>	Cert. Copy
	Photo Copy
	Certificate of Good Standing
	Certificate of Status
	Certificate of Fictitious Name
	Corp Record Search
	Officer Search
	Fictitious Search
	Fictitious Owner Search
	Vehicle Search
	Driving Record
	UCC 1 or 3 File
	UCC 11 Search
	UCC 11 Retrieval
	Courier
	~a -73.4%



ARTICLES OF INCORPORATION

<u>OF</u>

BARDES TAX & BENEFIT PLANNING, INC.

The undersigned, for the purpose of forming a corporation under Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I

The name of this corporation shall be Bardes Tax & Benefit Planning, Inc., hereinafter referred to as the "corporation".

ARTICLE II

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

ARTICLE III

This corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the corporation as hereinabove set forth in Article II.

ARTICLE IV

This corporation has the authority to issue ten thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial street address of the principal office of this corporation in the State of Florida is 736 22nd Place, Vero Beach, FL 32960. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

This corporation shall have two (1) director, initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws.

ARTICLE VIII

The name and street address of the incorporator and member of the first Board of Directors is:

David A. Bardes 736 22nd Place Vero Beach, FL 32960

These director shall hold office until the first annual meeting or until his successors are elected or appointed and qualified as provided in the By-Laws.

ARTICLE IX

The name and address of the incorporator is:

Charles E. Garris P.O. Box 3406 Vero Beach, FL 32964-3406

ARTICLE X

The registered agent for service of process within this state shall be Charles E. Garris, whose street address is 817 Beachland Boulevard, Vero Beach, FL 32964-3406.

IN WITNESS WHEREOF, I have hereunto set my hands and seals, this 13th day of March, 1998.

CHARLES E. GARRIS, Incorporator

STATE OF FLORIDA) SS. COUNTY OF INDIAN RIVER)

BEFORE ME, a Notary Public in and for the State of Florida, duly qualified and acting as an officer aforesaid to take acknowledgments, personally appeared Charles E. Garris, to me personally known to be the person who executed the foregoing Articles of Incorporation of Bardes Tax & Benefit Planning, Inc., and he acknowledged that he executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto sent my hand and affixed my official seal at Vero Beach, Florida, this 6 day of 1998.

My Commission Expires:



Notary Public, State of Florida at Large

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation this 13 day of 1998.

CHARLES E GARRIS

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