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NAME: INTERNATIONAL COUNCIL FOR THE FINANCIAL EDUC
AUDIT NUMBER.....H98000006248
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

April 1, 1998

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SUBJECT: INTERNATIONAL COUNCIL FOR FINANCIAL EDUCATION, INC.
REF: W98000007222

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H98000006248

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL COUNCIL FOR FINANCIAL EDUCATION, INC.**

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

ARTICLE I NAME

The name of the corporation shall be:
International Council for Financial Education, Inc.

ARTICLE II PRINCIPAL OFFICE

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

318 Indian Trace, Suite 300
Weston, Florida 33326

ARTICLE III CAPITAL STOCK

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

1000

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Alex P. Rosenthal, Esq.
Reimer & Rosenthal LLP
15175 Eagle Nest Lane, Suite 101
Miami Lakes, Florida 33014

ARTICLES PREPARED BY:

Alex P. Rosenthal, Esq.
Reimer & Rosenthal LLP
15175 Eagle Nest Lane, Suite 101
Miami Lakes, Florida 33014

(305) 364.0028
FBNO. 815160

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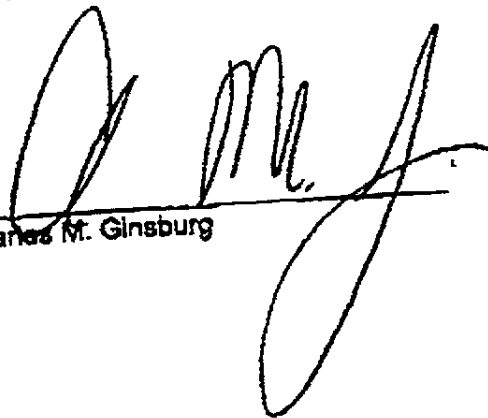
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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to
these Articles of Incorporation is(are):

Charles M. Ginsburg
318 Indian Trace, Suite 300
Weston, Florida 33326

The undersigned has (have) executed these Articles of Incorporation this 31 day of
March, 1998.



Charles M. Ginsburg

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

International Council for Financial Education, Inc.

2. The name and address of the registered agent and office is:

Alex P. Rosenthal, Esq.
Reimer & Rosenthal LLP
15176 Eagle Nest Lane, Suite 101
Miami Lakes, Florida 33014

SIGNATURE

Charles M. Ginsburg

TITLE: President

DATE: March 31 1998

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TALLAHASSEE, FLORIDA

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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

Alex P. Rosenthal, Esq.

DATE

3/31/98

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