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LAW OFFICES OF
JOHN DEIGHTON SIMPSON

904 - 526-3244

POST OFFICE BOX 6197
4435 LAFAYETTE STREET
MARIANNA, FLORIDA 32447

April 7, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

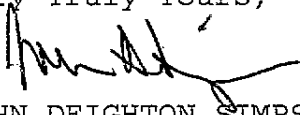
Re: Roberts Financial Planning Services, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed, is a check in the amount of \$122.50 for the filing fee (\$35.00), Designation of Registered Agent (\$35.00) and the Certified Copy (\$52.50).

Please return the certified copy to Ralph C. Roberts, Jr. at 1002 West 23rd Street, Panama City, Florida 32405, after filing, and call immediately, if you have any questions.

Very Truly Yours,


JOHN DEIGHTON SIMPSON

JDS/apc

Enclosures

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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ROBERTS FINANCIAL PLANNING SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ROBERTS FINANCIAL PLANNING SERVICES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended. The general nature of the business to be transacted by the corporation shall be as follows:

- (a) To solicit, encourage and promote sales or purchases of securities from the general public;
- (b) To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choices in action, either as owner, broker, agent or factor. To engage in lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations;

(c) In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to raise, borrow, and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity;

(d) Any stock issued by this corporation may qualify under Section 1244 of the Internal Revenue Code of 1954, and as same may be amended;

(e) This corporation may, at its option, avail itself of the provisions of Part II of the Florida Corporation Act pertaining to closed corporations, Sec. 608.70 et. seq. of the Florida Statutes, and as same may be amended;

(f) This corporation shall have all of the general powers together with all additional and specific powers granted by the Laws of the State of Florida, as well as implied powers, in carrying out the foregoing express powers;

(g) The foregoing clauses shall be construed both as objects and as powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

ARTICLE IV - STOCK

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "common shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1002 West 23rd Street, Suite 390, Panama City, Florida and the name of the initial registered agent of this corporation is RALPH C. ROBERTS, JR.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than five. The name and address of the initial Board of Directors of this corporation is:

RALPH C. ROBERTS, JR.
Post Office Box 16625
Panama City Beach, Florida 32411

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator signing these articles is RALPH C. ROBERTS, JR., 4312 Bay Point Road, Panama City Beach, Florida 32408.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Article of Incorporation, or any amendment hereof, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - CAPITAL

This corporation shall begin business with a capital of not less than FIVE HUNDRED DOLLARS (\$500.00).

IN WITNESS WHEREOF, the undersigned incorporator has executed these Article of Incorporation on the 7th day of April, 1998.


RALPH C. ROBERTS, JR.

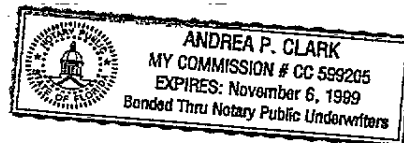
STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared RALPH C. ROBERTS, JR., known to be and known by me to be the person who executed the foregoing Article of Incorporation, and he acknowledged before me that he executed the Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and county above this 7th day of April, 1998.

THIS INSTRUMENT PREPARED BY:
John Deighton Simpson
Attorney at Law
Post Office Box 6197
Marianna, Florida 32447
(904) 526-3244
Florida Bar # 254320

Andrea P. Clark
NOTARY PUBLIC
My commission expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED


In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that ROBERTS FINANCIAL PLANNING SERVICES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business being 1002 West 23rd Street, Suite 390, Panama City, Florida 32405 has named RALPH C. ROBERTS, JR. as its agent to accept service of process within Florida.

Dated this 7th day of April, 1998.


RALPH C. ROBERTS, JR.

Having been named to accept service of process for the above named 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 performance of my duties.


RALPH C. ROBERTS, JR.
Registered Agent

FILED
98 APR -9 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA