

P98000053395
SHUTTS & BOWEN LLP

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

1500 MIAMI CENTER
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
MIAMI (305) 358-6300
BROWARD (954) 467-8841
FACSIMILE (305) 381-9982

LOUIS NOSTRO
(305) 378-9164
FLORIDA BAR BOARD CERTIFIED
IN THE AREAS OF TAXATION
ESTATE PLANNING AND PROBATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 12 PM 2:52

June 9, 1998

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: **Estate Planning Solutions, Inc.**

Gentlemen:

Enclosed herewith are two executed copies of the Articles of Incorporation for the above-referenced corporation, along with our check, payable to the Secretary of State in the amount of \$122.50, in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	35.00
Total	<u>\$122.50</u>

Please return the certified copy to the attention of the undersigned. Thank you for your cooperation in this matter.

Sincerely,

Louis Nostro

Louis Nostro

Enclosures: Check
Articles in duplicate

MIA95 226007.1

AMSTERDAM OFFICE
EUROPA BOULEVARD 59
1083 AD AMSTERDAM,
THE NETHERLANDS
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FACSIMILE 011-3120-642-1475

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LONDON W1Y 8RE ENGLAND
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20 NORTH ORANGE AVENUE
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ORLANDO, FLORIDA 32801
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TALLAHASSEE OFFICE
215 SOUTH MONROE STREET
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TALLAHASSEE, FLORIDA 32301
TELEPHONE (850) 521-0600
FACSIMILE (850) 521-0604

WEST PALM BEACH OFFICE
ONE CLEARLAKE CENTRE, SUITE 500
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33401
MAILING ADDRESS P. O. BOX 3555
WEST PALM BEACH, FLORIDA 33402-3555
TELEPHONE (561) 835-8500

D. BROWN JUN 15 1998

ARTICLES OF INCORPORATION
OF
ESTATE PLANNING SOLUTIONS, INC.

FILED
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ARTICLE I - NAME

The name of this Corporation is Estate Planning Solutions, Inc. and its address is 728 Catalonia Avenue, Coral Gables, Florida 33134.

ARTICLE II - DURATION

This Corporation shall have perpetual existence. This Corporation shall commence existence effective upon filing.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One Dollar (\$1.00) dollar par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Louis Nostro and his address is 201 South Biscayne Boulevard, Suite 1600, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one. The name and address of the initial Director of this Corporation is:

NAME

ADDRESS

Louis Nostro

**728 Catalonia Avenue
Coral Gables, Florida 33134**

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

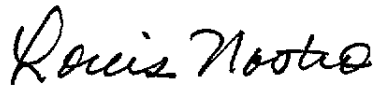
ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Louis Nostro and his address is 201 South Biscayne Boulevard, Suite 1600, Miami, Florida 33131.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of June, 1998.

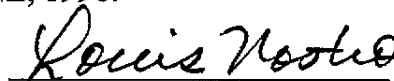


Louis Nostro, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 1ST DAY OF JUNE, 1998.



LOUIS NOSTRO

FILED
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DIVISION OF CORPORATIONS
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