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WAYNE CARSON

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June 12, 1998

Department Of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

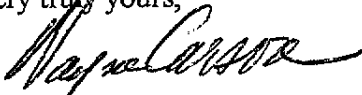
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Dear Sir/Madam:

Enclosed you will find an original and copy of Articles of Incorporation along with a filing fee check in the amount of \$70.00.

Please process the corporation and send the copy to me at the above address. Thank you.

Very truly yours,



Wayne Carson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Q16-17-98

**ARTICLES OF INCORPORATION
OF
BONNIE FLECKNER, INC.**

The undersigned, desiring to form a corporation for the purposes hereinafter stated under, and pursuant to, the laws of the State of Florida, do hereby declare as follows:

ARTICLE I

NAME

The name of the corporation shall be, Bonnie Fleckner, Inc.

ARTICLE II

BUSINESS AND PURPOSE

The nature of the business which may be transacted by the corporation is as follows:

Insurance sales, brokerage, consulting, marketing and development.

ARTICLE III

STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock having a par value of one (1.00) dollar per share. The capital stock may be paid for in property, labor, services at a just valuation to be fixed by the incorporator(s) or by the director(s) of the corporation at a meeting called for such purpose or at the organization meeting. Property, labor or services may be purchased or paid for with the capital stock of the corporation at a just valuation of said property to be fixed by the director(s) of the corporation. Stock in other

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corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration as the issuance of so much of the capital stock as the director(s) of the corporation may decide.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL OFFICE

The principal office or place of business of the corporation shall be located at:
9220 Oak Grove Circle, Davie, Florida with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of this corporation shall be Don Fleckner, a resident of Broward County, Florida and the registered office of the corporation shall be 9220 Oak Grove Circle, Davie, Florida

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the corporation shall be conducted by a Board of not less than one (1) and not more than seven(7) persons who do not have to be residents of the State of Florida.

ARTICLE VIII

INITIAL DIRECTORS

The names and street addresses of the First Board of Directors who, subject to the provisions of these Articles and appropriate by-laws, shall hold office for the first year of the corporation's existence or until their successors are elected and have shall qualified are the following:

Bonnie Fleckner 9220 Oak Grove Circle, Dave, Florida

ARTICLE IX

SUBSCRIBERS

The names and street addresses and the number of shares of stock subscribed to by each person signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO OF SHARES</u>
Bonnie Fleckner	9220 Oak Grove Cir. Davie, Florida	10

ARTICLE X

ASSIGNMENT OF SUBSCRIPTION RIGHTS

The original incorporator(s) of the corporation shall have the right upon its organization to assign and deliver their subscriptions of stock to any other person, firms, corporations or other entities who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment shall stand in lieu of the original incorporator(s) and assume and carry out all of the right(s), liabilities and duties entailed by said subscriptions subject to the laws of the State of Florida and the execution of the necessary instruments of assignment.

ARTICLE XI

INITIAL OFFICERS

The name(s), offices and street addresses of the first officers of this corporation, who, subject to the provisions of these Articles of Incorporation and by-laws shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Bonnie Fleckner	President, Treasurer & Secretary	9220 Oak Grove Cir. Davie, Florida

ARTICLE XII
MANAGEMENT

The corporation shall be managed by the Board of Directors which shall exercise all powers conferred under the State of Florida including, but without limitation, the power:

SECTION A. To hold meetings, to have one or more offices and to keep the books of the corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Florida, as may from time to time be designated by the Board.

SECTION B. To make, alter and repeal, by-laws of the corporation subject to the reserved power of the stockholders to make, alter and repeal by-laws.

SECTION C. To determine whether, to what extent, to what times and places and under what conditions and regulations the accounts and books of the corporation, or any of them shall be open to inspection of the stockholders and no shareholder shall have the right to inspect any account, record, book or documents of the corporation except as conferred by the laws of the State of Florida or as authorized by the Board.

SECTION D. To declare and pay dividends upon the shares of capital stock of the corporation either out of net assets in excess of liabilities, including capital, or out of net earnings and to direct the use and disposition of such net assets in excess of liabilities including capital and of such net earnings all in accordance with the provisions of the laws of the State of Florida.

SECTION E. To fix and determine, from time to time, an amount to be set apart out of the funds of the corporation available for dividends a reserve or reserves for working capital or any other proper purpose or to abolish such reserve or reserves.

SECTION F. To make any lawful disposition of any paid in or capital surplus or create any reserve(s) out of the same or to charge to the same organization expenses or other similar expenses properly chargeable to capital account.

SECTION G. To use or apply any funds of the corporation lawfully available therefor for the purchase or acquisition of shares of the capital stock, bonds or other securities of the corporation, or any corporation, in the market or otherwise, at such prices as may be fixed by the Board and to such extent and in such manner and for such purposes and upon such terms as the Board may deem expedient, as permitted by law.

SECTION H. From time to time and in such manner and upon such terms and conditions as may be determined by the Board, to provide and carry out and recall, abolish, revise, alter or change one or more plans for:

- 1) The issue or the purchase and sale of its capital stock or granting of options therefor to any or all of the employees, officers or directors of the corporation or any of its subsidiaries and the payment of such stock installment at one time, with or without the right to vote thereof pending payment in full and for aiding any such persons in paying for such stock by contributions, compensation for services or otherwise;

2) The participation by any or all of the employees, officers or directors of the corporation, or of any subsidiaries, in the profits of the corporation or of any branch, division or subsidiary thereof, as part of the corporation's legitimate expenses; and

3) The furnishing of any or all of the employees, officers or directors of the corporation, or of any subsidiaries, at the expense, wholly or in part, or the corporation, of insurance against accident, sickness or death, pensions during old age disability, unemployment or retirement benefits.

SECTION I. From time to time to authorize and issue obligations of the corporation, secured or unsecured, to include therein such covenants, restrictions and such provisions as to redeemability, subordination, convertability or otherwise and with such maturities as the Board in its sole discretion may determine and to authorize the mortgaging of, or granting a security interest in, or pledging of, as security therefor, any part or all of the property of the corporation, real or personal, tangible or intangible, including after acquired property.

ARTICLE XIII

TRANSACTIONS WITH RELATED PARTIES

1. No contract or other transaction between the corporation and one or more of its directors or any other corporation and one or more of its directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such director(s) are present at the meeting of the Board of Directors or of a committee thereof which ratifies, approves or ratifies such contract or transaction or because his or their votes(s) are counted for that purpose: or

a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee with authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the vote(s) or consents of the interested director(s): or

b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee or the shareholders.

2. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors, or a committee thereof, which approves or ratifies such contract or transaction.

ARTICLE XIV

CUMULATIVE VOTING

Cumulative voting may be permitted by the terms of the by-laws of the corporation.

ARTICLE XV

INDEBTEDNESS

The highest amount of indebtedness or liability which the corporation may at any time subject itself to is unlimited.

ARTICLE XVI

EFFECTIVE DATE

The effective date of this corporation shall be the 15th day of June, 1998

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles
of Incorporation on this // day of June, 1998.

Bonnie Fleckner
Incorporator

STATE OF FLORIDA)

ss.:

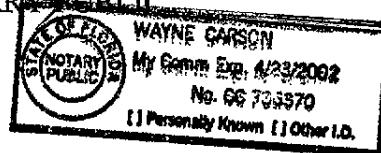
COUNTY OF BROWARD)

On this day, before me, the undersigned authority, an officer duly authorized to
administer oaths and take acknowledgments, in the county and state aforesaid, personally
appeared Bonnie Fleckner, to me well known to be the incorporator described in and who
executed the foregoing Articles of Incorporation of Bonnie Fleckner, Inc. and who
acknowledged that she executed the same as incorporator for the purposes therein expressed.

June 11, 1998

Personally known

Wayne Carson
NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE - NAMING
AGENT UPON WHOM SERVICE OF PROCESS MAY BE SERVED

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Chapter:

FIRST -- Bonnie Fleckner, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Davie, State of Florida has named Donald Fleckner, located at 11386 State Road #7, Davie, Florida as its agent and to accept service of process within this State.

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Don Fleckner

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