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ACCOUNT NO.: 072100000032

REFERENCE: 934639

COST LIMIT : \$ 122.50

ORDER DATE: August 18, 1998

ORDER TIME : 2:27 PM

ORDER NO. : 931639-005

CUSTOMER NO: 80783A

CUSTOMER: Stephen G. Kolody, Esq

KOLODY & KOLODY

Suite 340

600002619356---9 1520 Royal Palm Square Blvd.

Fort Myers, FL 33919

DOMESTIC FILING

NAME:

FIRST FINANCIAL PLANNERS

FOR SENIORS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

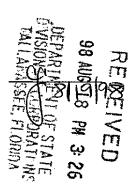
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION OF FIRST FINANCIAL PLANNERS FOR SENIORS, INC.

98 AUG 18 M 9:53

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

Article I

The name of this Corporation shall be First Financial Planners for Seniors, Inc.

Article II

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

23 Tam O'Shanter Lane Boca Raton, Florida 33431

Article III

The general nature of the business to be transacted by this Corporation is any and all business permitted under the laws of the State of Florida.

Article IV

This Corporation shall commence upon the filling of these Articles of Incorporation, and shall have perpetual existence.

Article V

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

Article VI

The name and address of the initial Registered Agent is:

Robert Winston 23 Tam O'Shanter Lane Boca Raton, Florida 33431

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

Article VII

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall

never be less than one. The name and street address of the initial director of this Corporation is:

> Robert Winston 23 Tam O'Shanter Lane Boca Raton, Florida 33431

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

Article VIII

The name and street address of the Incorporator to these Articles of Incorporation is:

Robert Winston 23 Tam O'Shanter Lane Boca Raton, Florida 33431

Article IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be

made.					
The undersigned has executed these Articles August, 1998.	of Incorporation on this <u>5</u> day of but Whistr				
	Robert Winston, Incorporator				
STATE OF FLORIDA					
COUNTY OF LEE					
The foregoing instrument was acknowledged August, 1998, by Robert Winston, who personally notarization, and who is personally known to me as identification. (Seal)	appeared before me at the time of				
` '	SIGNATURE OF NOTARY				
STEPHEN G KOLODY My Commission CC443804	STEPHEN G. KACANY PRINTED NAME OF NOTARY				

Notary Public, State of Florida

My commission expires:

ly Commission CC443804 Expires Mar. 31, 1999

Bonded by HAI

800-422-1555

ACCEPTANCE BY DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

98 AUG 18 AM 9: 5-

I, the undersigned person, having been named as Registered Agent and to accept service of service of process for the above-stated corporation at the place designated in the foregoing Articles of Incorporation, 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.

Dated this 5 day of August, 1998.

Rokut Winstn

Robert Winston, Registered Agent

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this _____ day of August, 1998, by Robert Winston, who personally appeared before me at the time of notarization, and who is personally known to me or ___ produced as identification.

(Seal)

SIGNATURE OF NOTARY

Exp Bon 800

STEPHEN G KOLODY My Commission CC443804 Expires Mar. 31, 1998 Bonded by HAI 800-422-1556

PRINTED NAME OF NOTARY

Notary Public, State of Florida My commission expires: