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LAW OFFICES OF

STUART R. MORRIS, P.A.

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CERTIFIED PUBLIC ACCOUNTANT
BOARD CERTIFIED-WILLS, TRUSTS & ESTATES
CERTIFIED ELDER LAW ATTORNEY BY NELS

GREGORY S. BLOSHINSKY, ESQ.

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PRACTICING EXCLUSIVELY IN:

WILLS & TRUST PLANNING
ESTATE TAX PLANNING
ELDER LAW
BUSINESS SUCCESSION PLANNING
PROBATE
GUARDIANSHIP
ASSET PROTECTION
MEDICAID & NURSING HOME PLANNING

September 2, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: INSTITUTE OF CERTIFIED ESTATE PLANNING ADVISORS, INC.
OUR FILE NO: 20823.001

800002636288-1
-09/10/98-01057-017
****122.50 ****122.50

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation and our check in the amount of \$122.50 representing the filing fees for the above captioned Corporation.

Kindly return the certified copy of the Articles of Incorporation in the enclosed, postage, prepaid envelope at your earliest convenience.

Should you have any questions or problems, please do not hesitate to contact this office.

Very truly yours,

LAW OFFICES OF STUART R. MORRIS, P.A.

Stuart R. Morris

SRM/kv
Enc.

ADDITIONAL OFFICES:

FORT LAUDERDALE: 7880 NORTH UNIVERSITY DRIVE, SUITE 201, FORT LAUDERDALE, FLORIDA 33321

AVENTURA: 20801 BISCAYNE BOULEVARD, SUITE 420, AVENTURA, FLORIDA 33180

ARTICLES OF INCORPORATION

OF

INSTITUTE OF CERTIFIED ESTATE PLANNING ADVISORS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 10 AM 9:54

The undersigned incorporator(s) for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The name of the corporation is the INSTITUTE OF CERTIFIED ESTATE PLANNING ADVISORS, INC., a Florida Corporation (the "Corporation").

SECOND: The principal office address and mailing address of the Corporation is: 2500 N. Military Trail, Suite 175, Boca Raton, Florida 33431.

THIRD: The Corporation is authorized to issue 100,000 shares of common stock, par value \$.01 per share.

FOURTH: The street address of the initial registered office of the Corporation is: 2500 N. Military Trail, Suite 175, Boca Raton, Florida 33431, and the registered agent at this address is LAW OFFICES OF STUART R. MORRIS, P.A.

FIFTH: The name and address of the incorporator of the Corporation is: Stuart R. Morris, LAW OFFICES OF STUART R. MORRIS, P.A., 2500 N. Military Trail, Suite 175, Boca Raton, Florida 33431.

SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address's of the initial directors of the Corporation are:

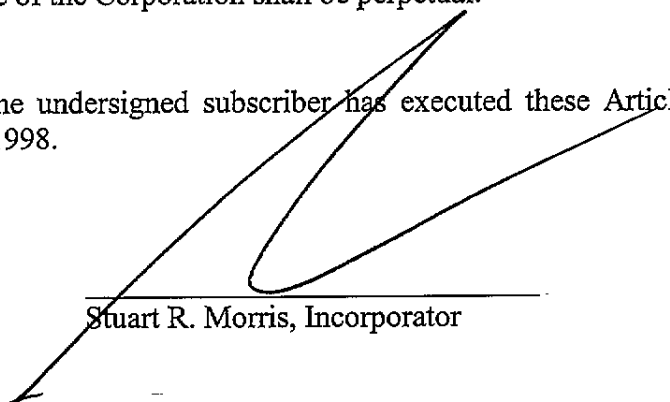
Stuart R. Morris, 2500 N. Military Trail, Suite 175, Boca Raton, FL 33431
George Ponczek, 2500 N. Military Trail, Suite 175, Boca Raton, FL 33431
Edward Barrett, 2500 N. Military Trail, Suite 175, Boca Raton, FL 33431

EIGHTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisition.

TENTH: The corporate existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2 day of February 1998.



Stuart R. Morris, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 10 AM 9:54

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

LAW OFFICES OF STUART R. MORRIS, P.A.

By:

Stuart R. Morris,
Authorized Representative