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* ESTATE PLANNING

P980000087501

October 9, 1998

VIA FEDERAL EXPRESS
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: POINT OF LIFE, INC.

700002661737--6
-10/12/98--01105--008
*****78.75 *****78.75

Dear Sir/Madam:

We enclose the original and one copy of the Articles of Incorporation for the above-named corporation with Acceptance of Registered Agent and our \$78.75 check in payment of the following fees:

Filing of Articles of Incorporation	\$35.00
Registered Agent Designation	\$35.00
Certified copy of Articles of Incorporation	\$ 8.75

EFFECTIVE DATE
10-9-98

Please certify the enclosed copy of the Articles of Incorporation and return them in the enclosed Federal Express envelope, together with the filing receipt to our offices at the address indicated above.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By:

DAVID A. RIGGS

Dmr
10/13/98

DAR/RAB
Enclosures

cc: Mr. Jeffrey Hillier

(4)

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FILED
98 OCT 12 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
POINT OF LIFE, INC.

FILED
98 OCT 12 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for **POINT OF LIFE, INC.**

1. The name of the corporation is **POINT OF LIFE, INC.**

2. The principal office of the corporation is:

2200 Corporate Blvd., N.W., Suite 401
Boca Raton, FL 33431

EFFECTIVE DATE
10-9-98

3. The corporation shall have authority to issue 7500 shares of stock, all of one class with a par value of \$.10 per share.

4. The corporation's initial registered office is: 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at this office is HCRM Corp.

5. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or Florida.

6. The name and address of the incorporator is:

Name

Address

HCRM Corp.

2200 Corporate Boulevard, N.W.
Suite 401
Boca Raton, Florida 33431

8. The effective date of the corporate existence pursuant to section 607.0203 of the Florida Statutes shall be October 9, 1998, provided such date is within five (5) business days prior to the date of filing.

Executed and subscribed at Boca Raton, Florida on October 9, 1998.

HCRM Corp., as Incorporator

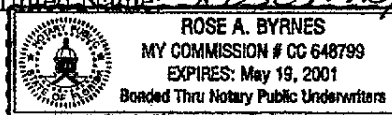
By: David A. Riggs
David A. Riggs, Vice President

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of Point of Life, Inc. were acknowledged before me by David A. Riggs, Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 9th day of October, 1998 on behalf of HCRM Corp.

Rose A. Byrnes
Notary Public
My commission expires:
Printed Name: ROSE A. Byrnes



ACCEPTANCE OF REGISTERED AGENT

FILED

98 OCT 12 AM 11:29

HCRM CORP. hereby accepts the above appointment as registered agent of
OF LIFE, INC. and acknowledges that it is familiar with the obligations of that position.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HCRM CORP.

By:

David A. Riggs
DAVID A. RIGGS, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me by
David A. Riggs as Vice President of HCRM Corp., who is personally known to me and who did
not take an oath, on this 9th day of October, 1998, on behalf of the Corporation.

Rose A. Byrnes
Notary Public

My commission expires:

Printed Name: ROSE A. BYRNES

