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November 23, 1998

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Division of Corporations
New Filings Section
409 East Gaines Street
Tallahassee, Florida 32301

VIA FEDERAL EXPRESS

RE: Planning Solutions, Inc.

Dear New Filings Examiner:

Enclosed for filing are the Articles of Incorporation for Planning Solutions, Inc. Please forward a certified copy of the Articles of Incorporation to me in the FedEx envelope provided. If you have any questions regarding these requests, please contact me at 941-435-3535. Thank you for your time and attention to this matter.

Sincerely,

Rachel C. Frishe

Rachel C. Frishe, ALS, CLA, CFLA
Certified Legal Assistant

rcf
c Timothy Hancock

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
PLANNING SOLUTIONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is: PLANNING SOLUTIONS, INC., a Florida corporation.

**ARTICLE II
CAPITAL STOCK AND SHAREHOLDERS**

The aggregate number of shares which this Corporation shall have authority to issue is ONE THOUSAND (1,000) shares of common stock, the par value of each such share being ONE DOLLAR (\$1.00).

**ARTICLE III
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is one (1), and the names and addresses of the persons who shall serve as members of the Board of Directors until the election of their successors are as follows:

<u>Name</u>	<u>Address</u>
Timothy Hancock	248 Burning Tree Drive Naples, Florida 34105

**ARTICLE IV
INITIAL OFFICERS**

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President & Secretary	Timothy Hancock	248 Burning Tree Drive Naples, Florida 34105

**ARTICLE V
INCORPORATOR**

The incorporator of the Corporation is Timothy Hancock, 248 Burning Tree Drive, Naples, Florida 34105.

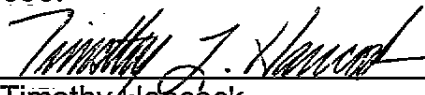
**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent of this Corporation at that address is Kevin G. Coleman, Esq., Goodlette, Coleman & Johnson, P.A., 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103.

**ARTICLE VII
PRINCIPAL OFFICE**

The address of the principal office of this Corporation shall be: 248 Burning Tree Drive, Naples, Florida 34105.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 22 day of November, 1998.


 Timothy Hancock
 Incorporator


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT PLANNING SOLUTIONS, INC.,, desiring to organize or qualify under the laws
of the State of Florida, with its principal place of business located at 248 Burning Tree
Drive, Naples, Florida 34105, has named Kevin G. Coleman, Esq. whose address is 4001
Tamiami Trail North, Suite 300, Naples, Florida 34103, as its sole registered agent to
accept service of process within Florida.

Having been named as registered agent and to accept service of process for the
above stated corporation at the place designated in this certificate, I hereby agree to
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: NOV 23, 1998


Kevin G. Coleman

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SECRETARY OF STATE
TALLAHASSEE FLORIDA