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FOUNDED IN 1930

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IRVING MANDELBAUM (1906-1993)

BARRY R. MANDELBAUM

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YALE I. LAZRIS

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JOSEPH J. DISCENZA<sup>3</sup>

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LYNNE STROBER<sup>4</sup>

OWEN T. HUGHES<sup>5</sup>

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RONALD S. KAPLAN<sup>1</sup>

- COUNSEL -

DEBORAH L. GREENE

- OF COUNSEL -

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PAUL I. WEINER<sup>6</sup>

REPLY TO:

CRAIG E. DARVIN<sup>4</sup>

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LISA R. GULLER<sup>1</sup>

MANUEL R. GROVA, JR.

CRAIG W. ALEXANDER<sup>3</sup>

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GARY T. LESSER<sup>3</sup>

ROBERT D. SCHWARTZ, P.A.<sup>7</sup>

DANIEL M. SERVISS

◊ FELLOW OF THE AMERICAN ACADEMY  
OF MATRIMONIAL LAWYERS

\* CERTIFIED CIVIL TRIAL ATTORNEY

<sup>1</sup> MEMBER OF NJ & PA BAR

<sup>2</sup> MEMBER OF NJ & FLA BAR

<sup>3</sup> MEMBER OF NJ & NY BAR

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<sup>5</sup> MEMBER OF NJ, NY & FLA BAR

<sup>6</sup> MEMBER OF NJ, NY & PA BAR

<sup>7</sup> MEMBER OF FLA BAR

January 14, 1999

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314


Re: Premier Planning Group

Dear Sir or Madam:

Enclosed, please find and original and one copy of the articles of incorporation and a check for \$70 filing fee.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Robert D. Schwartz

w/enc.

FILED  
99 JAN 19 AM 8:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAN 25 1999  


*NO COPY*

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**FILED**  
99 JAN 19 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
PREMIER PLANNING GROUP, INC.

We, the undersigned, being of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, under Section 607 of the Florida Statutes authorizing the formation of corporations.

ARTICLE I - NAME:

The name of the corporation shall be:

PREMIER PLANNING GROUP, INC.

ARTICLE II - DURATION:

The corporation shall have perpetual existence beginning with the date of acceptance of the corporation by the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE:

The corporation is organized for the purpose of transacting any or all lawful business within or without the State of Florida, and to have all powers conferred upon the corporation by the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The corporation is authorized to issue (100) shares of common stock with a par value of One (\$1.00) Dollar per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial principal office of the corporation is 1489 W. Palmetto Park Road, Suite 440, Boca Raton, FL 33486. The name and address of the initial Registered Agent of the corporation is Robert D. Schwartz, Esq., Mandelbaum, Salsburg et al., P.C., 1489 W. Palmetto Park Road, Suite 440, Boca Raton, FL 33486.

ARTICLE VI - INITIAL BOARD OF DIRECTORS:

The corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of the corporation are, Robert D. Schwartz, 1489 W. Palmetto Park Road, Suite 440, Boca Raton, Florida 33486, Jeffrey Steinberg, 1489 W. Palmetto Park Road, Suite 440, Boca Raton, Florida 33486, and Lewis Beers, 789 S. Federal Highway, Suite 214, Stuart, Florida 34994. Election of Directors shall be as provided in the bylaws.

ARTICLE VII - INCORPORATOR:

The name and address of the persons signing these Articles are: Robert D. Schwartz, 1489 W. Palmetto Park Road, Suite 440, Boca Raton, Florida 33486, Jeffrey Steinberg, 1489 W. Palmetto Park Road, Suite 440, Boca Raton, Florida 33486, and Lewis Beers, 789 S. Federal Highway, Suite 214, Stuart, Florida 34994.

ARTICLE VIII - BY-LAWS:

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE IX - STOCKHOLDERS MEETING REQUIRED:

Any action of the stockholders of the corporation must be taken at a meeting of the stockholders of the corporation duly called as provided by law.

ARTICLE X - INDEMNIFICATION:

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

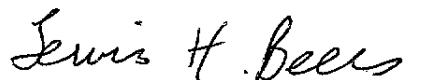
ARTICLE XI - AMENDMENT:

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 14th day of January, 1999.

  
ROBERT D. SCHWARTZ

  
JEFFREY STEINEBERG

  
LEWIS BEERS

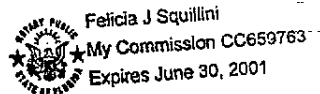
STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a notary public authorized to take acknowledgment in the State and County aforesaid, personally appeared, ROBERT D. SCHWARTZ, to me known and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same.

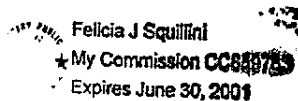
*Felicia J Squillini*  
NOTARY PUBLIC

My Commission Expires:

STATE OF FLORIDA  
COUNTY OF PALM BEACH



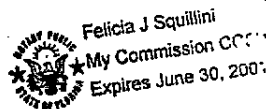
BEFORE ME, a notary public authorized to take acknowledgment in the State and County aforesaid, personally appeared, JEFFREY STEINBERG, to me known and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same.



*Felicia J Squillini*  
NOTARY PUBLIC

My Commission Expires:

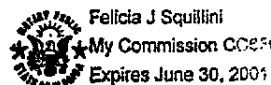
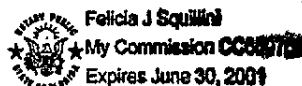
STATE OF FLORIDA  
COUNTY OF PALM BEACH



BEFORE ME, a notary public authorized to take acknowledgment in the State and County aforesaid, personally appeared, LEWIS BEERS, to me known and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same.

*Felicia J Squillini*  
NOTARY PUBLIC

My Commission Expires:



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

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

FIRST: That PREMIER PLANNING GROUP, INC. is desirous of incorporating under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in City of Boca Raton, County of Palm Beach, State of Florida, has named Robert D. Schwartz, Esq., located at 1489 W. Palmetto Park Road, Suite 440, Boca Raton, FL 33486, in the County of Palm Beach and the State of Florida as its Agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

  
ROBERT D. SCHWARTZ  
Resident Agent

Dated: 1/14/99

**FILED**  
99 JAN 19 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA