

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Partners in Life Financial Services, Inc.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

PARTNERS IN LIFE FINANCIAL SERVICES, INC.

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is PARTNERS IN LIFE FINANCIAL SERVICES, INC.

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation is 103A Solana Road, Ponte Vedra Beach, Florida. The mailing address of the corporation is 103A Solana Road, Ponte Vedra Beach, Florida 32082.

ARTICLE III: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the corporation is 100,000, having a par value of \$.10 per share. Each of the shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the capital stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid fully for and shall be nonassessable.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Eva L. Daneker
1 Independent Dr., Suite 2600
Jacksonville, FL 32202
(904) 356-2600
FL Bar# 074659
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ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 103A Solana Road, Ponte Vedra Beach, Florida 32082 and the name of the initial registered agent of this corporation at that address is William L. Cassidy.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator of this corporation are:

Eva L. Daneker
1 Independent Drive
Suite 2600
Jacksonville, Florida 32202

ARTICLE VI: DIRECTORS

(a) Number. The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The names and addresses of the initial board of directors until the first annual meeting of the shareholders, are as follows:

William L. Cassidy	144 N. Cove Drive Ponte Vedra Beach, Florida 32082
Joseph H. Arnall	3 South 21st Avenue Jacksonville Beach, Florida 32250
Gerald Buxbaum	113 Paddock Place Ponte Vedra Beach, Florida 32082

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII: BYLAWS

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 7th day of February, 1999.


Eva L. Daneker, Incorporator

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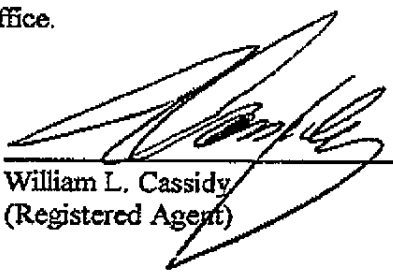
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **Partners in Life Financial Services, Inc.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at City of Ponte Vedra Beach, County of St. Johns, State of Florida, has named William L. Cassidy, located at 103A Solana Road, Ponte Vedra Beach, FL 32082, County of St. Johns, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

Having been named to accept service of process for the above-stated 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 to keeping open said office.



William L. Cassidy
(Registered Agent)

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TALLAHASSEE, FLORIDA

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