

P990000042802 PARCORP SERVICES, LTD.

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FAX: 727-576-3863

May 5, 1999

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-05/07/99-01106--001

*****70.00 *****70.00

Florida Department of State
Division of Corporations
Attn: New Filings
409 East Gaines Street
Tallahassee, FL 32399

Re: Filing of Articles of Incorporation- **Wealth Creation Associates, Inc.**

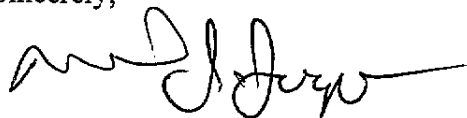
Dear Sir/Madam:

Enclosed for filing is the Articles of Incorporation for the above-referenced corporations, together with checks in the amount of \$70.00 to cover the filing fees. We have enclosed an extra copy for a stamped acknowledgment of receipt.

Please file these in your office as soon as possible and return the filed copies to me in the enclosed self-addressed stamped envelope.

If you have any questions, please call 877-603-2533.

Sincerely,



Michael J. Jagoda

MJJ/me
Enclosures

FILED
99 MAY -7 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sub 99
MJJ

**STATE OF FLORIDA
ARTICLES OF INCORPORATION OF
WEALTH CREATION ASSOCIATES, INC.**

FILED
99 MAY -7 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is:
"WEALTH CREATION ASSOCIATES, INC."

SECOND: The street address of the initial principal office of the corporation shall be **5770 Roosevelt Blvd., Suite 603, Clearwater, Florida 33760** and the mailing address of the corporation shall be the same.

THIRD: The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

FOURTH: The number of shares the corporation is authorized to issue is **1,000** shares of common stock having **No Par Value** per share.

FIFTH: The street address of the initial registered office of the corporation is **5770 Roosevelt Blvd., Suite 603, Clearwater, Florida 33760** and the name of its initial registered agent at such address is **Frank C Berman**.

SIXTH: This corporation is to exist perpetually.

SEVENTH: The number of Directors constituting the initial Board of Directors of the Corporation is **Two (2)** and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the Shareholders or until their successors are elected and qualify are:

Frank C. Berman, 100 Cove Cay Drive, 1-E, Clearwater, Florida 33760

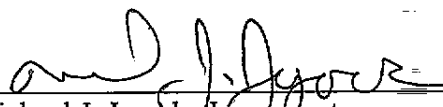
Kurt E. Irmischer, 4570 Clearwater Harbor Drive, Largo, Florida 33770

EIGHTH: The name and street address of the incorporator to these Articles of Incorporation:

Michael J. Jagoda

10460 Roosevelt Blvd., Suite 284, St. Petersburg, Florida 33716

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this **5th day of May, 1999**.


Michael J. Jagoda, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

WEALTH CREATION ASSOCIATES, INC.

Acceptance by the Registered Agent as required in section 607.0501 (3)
F.S.: **FRANK C. BERMAN** is familiar with and accepts the obligations
provided for in Section 607.0505.

Dated: May 5, 1999

BY 
FRANK C. BERMAN

FILED
99 MAY -7 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA