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ARTICLES OF INCORPORATION CONSOLIDATED FINANCIAL PLANNING CORP.

SECRETARY OF STATE The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I **NAME**

The name of the Corporation is CONSOLIDATED FINANCIAL PLANNING CORP.

ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's principal office and the mailing address of the Corporation is:

18107-206 Peregrines Perch Place Lutz, Florida 33549

ARTICLE III **PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, \$.001 par value per share.

ARTICLE V INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Julio C. Esquivel, Esq. Shumaker, Lööp & Kendrick, LLP 101 E. Kennedy Blvd., Suite 2800 Tampa, FL 33602

ARTICLE VI INITIAL BOARD OF DIRECTORS

The Corporation shall have initially one director to hold office until the first annual meeting of shareholders and until his or her successor shall have been elected and qualified, or until his or her earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is Darrell Timberlake.

ARTICLE VII INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

Julio C. Esquivel, Esq. Shumaker, Loop & Kendrick, LLP 101 E. Kennedy Blvd., Suite 2800 Tampa, FL 33602

ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify any person who is or was a director, officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of August, 1999.

Julio C. Esquivel, Esq.

Incorporator



Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation? organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is Consolidated Financial Planning Corp.
- 2. The name and address of the registered agent and office are:

Julio C. Esquivel, Esq.
Shumaker, Loop & Kendrick, LLP
101 E. Kennedy Blvd., Suite 2800
Tampa, FL 33602

SIGNATURE

TITLE:

Incorporator

DATE

8/2/99

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 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

8/2/99