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ROBERT W. HAYES
2001 N.W. 106TH AVENUE
PEMBROKE LAKES, FL 33026-2333

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July 27, 1999

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

Re: Articles of Incorporation for
Estate Planning Institute, Inc.

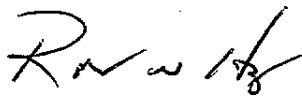
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*****78.75 *****78.75

Gentlemen:

Enclosed please find original and one (1) copy of the Articles of Incorporation for the above-referenced corporation together with check no. 924 in the amount of \$78.75 in payment for filing fee, designation of registered agent and certified copy fee. Also enclosed is a stamped, self-addressed envelope for your return of the certified copy of the Articles of Incorporation.

Should you require any further information or have any questions upon receipt, please do not hesitate to call.

Sincerely,



Robert W. Hayes
/nk
Enclosures as stated
VAMEPI\DOS727Ltr

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ESTATE PLANNING INSTITUTE, INC.

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following articles of incorporation:

ARTICLE I
NAME

The name of the corporation is ESTATE PLANNING INSTITUTE, INC.

ARTICLE II
**STREET ADDRESS OF INITIAL PRINCIPAL
OFFICE/MAILING ADDRESS OF CORPORATION**

The street address of the initial principal office of the corporation and the mailing address of the corporation is 2001 N.W. 106th Avenue, Pembroke Lakes, FL 33026-2333.

ARTICLE III
AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE IV
**STREET ADDRESS OF INITIAL REGISTERED
OFFICE AND NAME OF INITIAL REGISTERED AGENT**

The street address of the initial registered office of the corporation is 2001 N.W. 106th Avenue, Pembroke Lakes, FL 33026-2333. The name of the initial registered agent at that office is Robert W. Hayes.

ARTICLE V
DURATION AND PURPOSE

The duration of the corporation is perpetual and it is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE VI
NAME AND ADDRESS OF INITIAL INCORPORATOR

The initial incorporator is Robert W. Hayes, whose address is 2001 N.W. 106th Avenue, Pembroke Lakes, FL 33026-2333.

ARTICLE VII
NAME AND ADDRESS OF INITIAL DIRECTORS

Robert W. Hayes and Nancy Kline, whose address is 2001 N.W. 106th Avenue, Pembroke Lakes, FL 33026-2333, shall serve as the initial directors.

ARTICLE VIII
NAME AND ADDRESS OF INITIAL OFFICER

Nancy Kline, whose address is 2001 N.W. 106th Avenue, Pembroke Lakes, FL 33026-2333, shall serve as the initial President and Treasurer. Robert W. Hayes, whose address is 2001 N.W. 106th Avenue, Pembroke Lakes, FL 33026-2333, shall serve as the initial Vice President and Secretary.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify each director, officer or shareholder of the corporation against any and all liability and expense incurred in connection with or arising out of any action, suit or proceeding in which said director, officer and shareholder may be involved, by reason of said director's officer's and shareholder's being or having been an officer, director or shareholder of said corporation.

In addition, and not by way of limitation of the foregoing, this corporation shall have the power, at its sole discretion, to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of this corporation, or who is or was serving at the request of this corporation, as a director, officer employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not this corporation would have the authority to indemnify him or her against such liability under the provision of these articles or under law. Nothing contained herein shall prevent the stockholders from purchasing such insurance policies or other manners of indemnification, as they may deem proper.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which any director or officer or stockholder may be entitled to as a matter of law or otherwise.

**ARTICLE X
SPECIAL PROVISIO**

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TALLAHASSEE, FLORIDA

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the bylaws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action taken by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes, whether or not lawful notice of said meeting shall have been given to all shareholders as required by law or in the bylaws of this corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting, in writing, and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State or the State of Florida or any other governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

R. W. [Signature]

7/27/99
Date

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been designated as the initial registered agent for the corporation at the place designated in the foregoing Articles of Incorporation, I declare that I am familiar with and accept the obligations of that position, and hereby accept same and agree to act in that capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Nancy Kline
Nancy Kline, Registered Agent

7-27-99
Date