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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: DONLEVY-ROSEN & ROSEN, P.A. ACCT#: 076450000216  
CONTACT: HOWARD D ROSEN  
PHONE: (305)447-0061 FAX #: (305)444-3683

NAME: ADVANCED ASSET PROTECTION INSTITUTE, INC.  
AUDIT NUMBER.....H96000014428  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001

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**Advanced Asset Protection Institute, Inc.**

**ARTICLES OF INCORPORATION**

The undersigned, desiring to incorporate a corporation under the provisions of the Florida Business Corporation Act, does hereby certify:

1. The name of the corporation is: **Advanced Asset Protection Institute, Inc.**

2. The general nature of the business to be transacted by the Corporation shall be to engage in and to do any lawful act permitted under the laws of the United States of America and of the State of Florida.

3. The aggregate number of shares of capital stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock.

4. The initial registered office of the Corporation shall be located at: 133 Sevilla Avenue, Coral Gables, FL 33134, and the initial registered agent shall be Patricia Donlevy-Rosen.

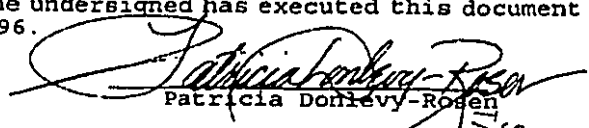
5. The mailing address of the Corporation shall be: 133 Sevilla Avenue, Coral Gables, FL 33134.

6. The name and address of the sole incorporator hereof is: Patricia Donlevy-Rosen, 133 Sevilla Avenue, Coral Gables, FL 33134.

7. The name and address of the initial directors are: Patricia Donlevy-Rosen, 133 Sevilla Avenue, Coral Gables, FL 33134, and Howard D. Rosen, 133 Sevilla Avenue, Coral Gables, FL 33134.

8. The formation of the Corporation shall be effective as of the 14th day of October, 1996.

IN WITNESS WHEREOF, the undersigned has executed this document on the 14th day of October, 1996.

  
Patricia Donlevy-Rosen

This instrument prepared by:  
PATRICIA DONLEVY-ROSEN, ESQ.  
Florida Bar No. 0829137  
DONLEVY-ROSEN & ROSEN, P.A.  
133 Sevilla Avenue  
Coral Gables, FL 33134  
(305)447-0061

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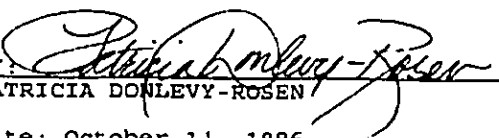
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
AND  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: That Advanced Asset Protection Institute, Inc. desiring  
to organize or qualify under the laws of the State of Florida, with its  
principal place of business in the city of Coral Gables, State of  
Florida, has named PATRICIA DONLEVY-ROSEN, located at 133 Sevilla Avenue,  
City of Coral Gables, State of Florida, as its agent to accept service  
within Florida.

SECOND: Having been named as agent to accept service of  
process for the above named corporation, at the place designated in this  
certificate, I hereby agree to act in this capacity, and I further agree  
to comply with the provisions of all statutes relative to the proper and  
complete performance of my duties.

BY:   
PATRICIA DONLEVY-ROSEN

Date: October 14, 1996

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