



THE COMPANY CORPORATION

Three Chimes Center • 101 N. Walnut Street • Wilmington, Delaware 19801 • Telephone: (302) 575-0110 • Fax: (302) 575-1316

NP500001882

March 1, 1995

Corporate Records Bureau
Division of Corporations
P.O. Box 327
Tallahassee, FL 32301

RE: Institute for Financial Independence Inc.
P77464401NMCC

Dear Sir or Madam:

Enclosed please find Articles of Incorporation, Agent Acceptance and our check(es) in the amount of \$70.00 for Institute for Financial Independence Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 208 with questions regarding the enclosed application.

Sincerely,

Kimberly Andras

enc.

FILED
95 APR 20 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN APR 20 1995



THE COMPANY CORPORATION

Three Christma Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0110 • Fax (302) 575-1346

April 11, 1995

Corporate Records Bureau
Division of Corporations
ATTN: TERESA BROWN
P.O. Box 6327
Tallahassee FL 32314

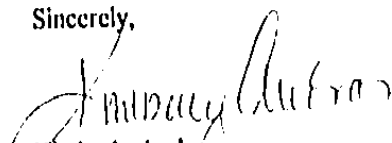
RE: INSTITUTE FOR FINANCIAL INDEPENDENCE, INC.

Dear Ms. Brown:

Enclosed please find the corrected Articles of Incorporation for Institute for Financial Independence, Inc. A copy of your April 6 correspondence is enclosed for reference.

Please proceed with this filing and return evidence to my attention at your earliest convenience.

Sincerely,


Kimberly Andras

enc.



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington Delaware 19801 • Telephone (302) 575-0410 • Fax (302) 575-1346

April 4, 1995

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

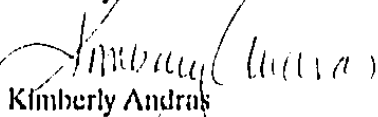
RE: INSTITUTE FOR FINANCIAL INDEPENDENCE, INC.
Ref. #W95000006131

Dear Ms. Brown:

Enclosed please find the Articles of Incorporation for Institute for Financial Independence, Inc. We have corrected the document to indicate that this is a non-stock, non-profit corporation.

Please proceed with this filing and return evidence to my attention at your earliest convenience.

Sincerely,


Kimberly Andras

enc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 20, 1995

KIMBERLY ANDRAS
THE COMPANY CORPORATION
201 N. WALNUT STREET, SUITE THREE
WILMINGTON, DE 19801

SUBJECT: INSTITUTE FOR FINANCIAL INDEPENDENCE, INC.
Ref. Number: W95000006131

We have received your document for INSTITUTE FOR FINANCIAL INDEPENDENCE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the number of shares of authorized stock.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 295A00012300



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 6, 1995

KIMBERLY ANDRAS
THE COMPANY CORPORATION
201 N. WALNUT STREET, SUITE THREE
WILMINGTON, DE 19801

SUBJECT: INSTITUTE FOR FINANCIAL INDEPENDENCE, INC.
Ref. Number: W95000006131

We have received your document for INSTITUTE FOR FINANCIAL INDEPENDENCE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 795A00015643

ARTICLES OF INCORPORATION

FILED
95 APR 20 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- I. The name of the corporation is Institute for Financial Independence, Inc.
- II. The address of the principal office of the corporation and mailing address is 5100 N.W. 33rd Ave., Suite 155; Ft. Lauderdale FL 33309.
- III. The purpose for which this corporation is organized is to research profiles of individuals who are financially independent and share the resulting data with the public through video and audio tapes, etc.

This is a non-stock, non-profit corporation.

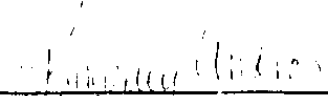
- IV. The manner of election of directors shall be identified in the by-laws.
- V. The street address of the corporation's initial registered office and the name of the agent located at such address is:

Steve Crowley, 5100 N.W. 33rd Ave., Suite 155;
Ft. Lauderdale FL 33309, County of Broward

- VI. The name and address of the incorporator is:

Kimberly Andras c/o The Company Corporation, 201 N. Walnut St.,
Wilmington DE 19801

Dated: March 9, 1995



Kimberly Andras

FILED
95 APR 20 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this Institute For Financial Independence, Inc.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of Ft. Lauderdale, State of
Florida, has named Steve Crowley located at
5100 NW 33RD Ave Ste 155
Ft. Lauderdale FL 33309 as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated
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.

Stephen E. Crowley
Feb. 17, 1995
Date