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CORPORATION(S) NAME

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AIBC Investment Services Corporation

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CERTIFICATE OF DESIGNATIONS

OF

AIBC INVESTMENT SERVICES CORPORATION

(Pursuant to Section 607.047 of the Florida  
General Corporation Act)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, William R. Burdette, being the President and Secretary of AIBC Investment Services Corporation (the "Corporation"), hereby certifies that the following resolution, duly adopted by the Board of Directors of the Corporation acting through unanimous consent in lieu of holding a meeting of the Directors, as permitted pursuant to Florida Statutes (Sections 607.134 and 607.394) and the Corporations By-Laws and Articles of Incorporation, as amended, establishes and sets forth the rights, preferences, powers, designations, limitations and restrictions of the Corporation's Series A Redeemable Convertible Preferred Stock:

**"BE IT RESOLVED THAT:**

Pursuant to the authority granted to this Board of Directors in the Certificate of Incorporation, as amended, of the Corporation, there is hereby established out of the 500,000 authorized shares of Preferred Stock, par value \$1.00 per share, a series consisting of 350,000 shares, designated as Series A Redeemable Convertible Preferred Stock.

**BE IT RESOLVED THAT:**

The following are the powers, rights, qualifications and restrictions regarding the Series A Redeemable Convertible Preferred Stock ("A Preferred Stock"):

A. Definitions

1. "Common Stock" means the Corporation's Common Stock, par value \$.01 per share.

2. "Conversion Period" means the two (2) day period commencing on the first business day immediately following the NASD Approval Date.

3. "Conversion Rate" means the A Preferred Stock shall be convertible into ninety (90%) percent of the issued and outstanding shares of Common Stock of the Corporation.

4. "Initial NASD Period" means the period running from the date hereof until May 31, 1997.

5. "Investor" means Phoenix Holding Corp., Inc., a Delaware corporation, the purchaser of 350,000 of the Corporation's A Preferred Stock.

6. "Liquidation Preference" means the Redemption Price.

7. "Monthly Operating Expenses" means as to any applicable month (i) \$10,000 per month which shall cover all of the operating expenses of the Corporation, other than the Corporation's New York branch office, (ii) monthly interest payments on the \$250,000 of subordinated loans made by Transatlantic Bank to the Corporation pursuant to two subordinated Loan Agreements dated in November 1996, and (iii) salary of \$5,000 per month to William R. Burdette for a maximum six (6) month period (which amount is before all applicable taxes which shall be deducted including payroll taxes and withholding and all other applicable deductions for an employee).

8. "NASD Approval" means approval by the National Association of Securities Dealers (the "NASD") of the conversion of the A Preferred Stock to ninety (90%) percent of the Common Stock of the Corporation and control of the Corporation by the Investor.

9. "NASD Approval Date" means the date upon which the Corporation receives the NASD Approval.

10. "Negative Determination" means that anytime during the Initial NASD Period it appears that the NASD will not provide its approval, or that the NASD will reduce by more than ten (10%) percent of the amounts currently set forth in the Corporation's Restriction Letter, the number of either brokers, branch offices or securities that the Corporation can make a market in or in the event the NASD rejects, in substance, the Corporation's amendment to its Form BD to open a New York City branch office.

11. "Redemption Date" shall mean the date three (3) business days following a Negative Determination.

12. "Redemption Price" shall mean the price fixed for redemption pursuant to Section C.1.

B. Priority as to Payments

The A Preferred Stock shall rank prior to all other capital stock of the Corporation as to repurchase or the distribution of assets upon liquidation. So long as any shares of A Preferred Stock remain outstanding, the Corporation may not declare or pay any dividend or make a distribution relating to or purchase or redeem for cash any shares of Common Stock.

C. Redemption

1. Required Redemption and Redemption Price. In the event that a Negative Determination is made on or before the Redemption Date, the Corporation shall redeem the A Preferred Stock at a redemption price equal to \$335,000 less any portion of the Monthly Operating Expenses of the Corporation that have not otherwise been paid for by the Investor from separate sources for each month or portion of a month passing after May 1, 1997 through the Redemption Date, in the manner provided in Section C.2; provided, however, that if the Redemption Date falls on a day in June after the 11th day of June or on or after the 11th day in any subsequent month, then the Investor shall also be responsible for the Monthly Operating Expenses for the month after the month in which the Redemption Date falls.

2. Payment and Effect of Redemption. The Corporation shall pay the Redemption Price within three (3) business days following a Negative Determination or notice of written termination by the Investor. The Corporation cannot require a redemption of the A Preferred Stock. Upon such payment, or upon such earlier date as the amounts payable upon redemption shall have been set apart for payment, all rights of such holders as stockholders of the Corporation by reason of the ownership of such redeemed A Preferred Stock shall cease, whether or not the certificates for such A Preferred Stock shall have been surrendered for cancellation; and, after such payment or setting apart for payment, those shares of A Preferred Stock redeemed hereunder shall no longer be considered outstanding.

3. Best Efforts. This Section C is conditioned on the Corporation and the Investor using their best efforts to obtain NASD Approval.

D. Conversion

1. General. On the NASD Approval Date the shares of A Preferred Stock shall automatically convert into shares of Common Stock in the following manner.

2. Conversion Right. During the Conversion Period, each share of A Preferred Stock, shall automatically convert upon surrender of the certificate(s) so to be converted, into fully paid and non-assessable shares of Common Stock of the Corporation, at the Conversion Rate.

Any shares so surrendered for conversion shall be duly endorsed, or accompanied by proper instruments of transfer, to the Corporation or in blank, together with a written notice to the Corporation of the election to make such conversion and of the name or names in which the certificate or certificates for shares of the Common Stock shall be issued. The Corporation shall pay all taxes and other charges in respect of the issue of shares of the Common Stock upon any such conversion; provided, however, that the Corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issue and delivery of shares of the Common Stock in a name other than that in which the shares of the A Preferred Stock so converted were registered.

3. Fractions. No fractions of shares of stock of any class of the Corporation at any time authorized shall be issuable upon any conversion of the A Preferred Stock. In Lieu of any such fraction of a share, the person entitled to an interest in respect of such fraction shall be entitled, to the cash equivalent of such fraction as determined by the Board of Directors from time to time.

4. Reserves. The Corporation shall at all times reserve and keep available out of its authorized but unissued stock of each class the full number of shares of such stock into which all shares of the A Preferred Stock from time to time outstanding are convertible.

5. Status of Converted Shares. Shares of the A Preferred Stock surrendered for conversion may be reissued as shares of such series or as shares of such other series of Preferred Stock as shall be determined by the Board of Directors of the Corporation.

E. Liquidation Rights

1. Distributions. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution of the assets of the Corporation shall be made to or set apart for the holders of any Common Stock, the holders of the A Preferred Stock shall be entitled to a cash payment, equal to the then applicable

Liquidation Preference, for each share of A Preferred Stock held by them. Upon payment of such sums, the holders of A Preferred Stock shall not be entitled to any further payment or distribution in connection with any such liquidation, dissolution or winding up of the Corporation.

2. Partial Distribution. If, upon any such liquidation, dissolution or winding up, the assets of the Corporation distributable among the holders of the A Preferred Stock shall be insufficient to pay to them in full the preferential amounts to which they are entitled under Section E.1, then all such assets, or the proceeds thereof, shall be distributed among the holders of the A Preferred Stock pro rata in proportion to the amounts which would be payable to them, respectively, if such preferential amounts were paid to them in full.

F. Voting Rights

1. General. The holders of shares of A Preferred Stock shall not have any voting rights, except with respect to the corporate actions which impair their rights (solely as provided in subsection 2 of this Section F) and in such instances, the affirmative vote of a majority of the shares of A Preferred Stock is required.

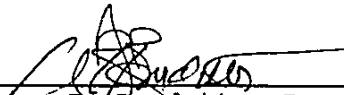
2. Certain Transactions Requiring Vote of all Holders. So long as any share of A Preferred Stock is outstanding, the Corporation shall not, without the affirmative vote of the holders of a majority of the total Liquidation Preference represented by the outstanding A Preferred Stock:


(a) amend this Certificate of Designations so as to change the priority of payments specified in Section B or the amount or manner of payment of the Liquidation Preference or the Redemption Price;

(b) authorize any class of stock ranking senior, either as to dividends, repurchase for cash or distribution of assets upon liquidation to the A Preferred Stock;

(c) amend this Section F.2.

IN WITNESS WHEREOF, said AIBC Investment Services Corporation has caused its corporate seal to be hereunto affixed and this Certificate to be signed by William R. Burdette, its President and Secretary, this 13th day of May, 1997.

By:   
William R. Burdette, President

By:   
William R. Burdette, Secretary

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