



L98000001439

ACCOUNT NO. : 072100000032

REFERENCE : 888866 7159230

AUTHORIZATION :

COST LIMIT : \$ 285.00

Patricia P... Patricia P...

FILED IN STATE
SECRETARY OF CORPORATIONS
AUG 13 PM 2:31

ORDER DATE : July 13, 1998

ORDER TIME : 1:29 PM

ORDER NO. : 888866-005

CUSTOMER NO: 7159230

CUSTOMER: Mr. Larry C. Grossman
MR. LARRY C. GROSSMAN

4890 West Kennedy Boulevard
Suite 130
Tampa, FL 33609

600002615116--1

DOMESTIC FILING

NAME: SOVEREIGN INTERNATIONAL ASSET
MANAGEMENT, LLC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

(Handwritten mark)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

Handwritten initials and date: 8/13/98

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I. NAME

The name of the Limited Liability Company is:

SOVEREIGN INTERNATIONAL ASSET MANAGEMENT, LLC.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 4890 West Kennedy Boulevard, Suite 130, Tampa, Florida 33609.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: 30 Years

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Member: Larry C. Grossman 4890 West Kennedy Boulevard,
Suite 130, Tampa, Florida 33609

The undersigned authorized representative of a member of SOVEREIGN INTERNATIONAL ASSET MANAGEMENT, LLC. hereby executes

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these articles of organization on this 07 Day of August 1998

CORPORATION SERVICE COMPANY

Deborah D. Skipper
BY: Deborah D. Skipper
as its agent as authorized
representative of Sovereign
International Asset Management, LLC

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the Limited Liability Company named above, and having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of registered agent under Section 608.415 or 608.507 Florida Statutes.

CORPORATION SERVICE COMPANY
By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

Dated: August 7, 1998

KLL/jjw

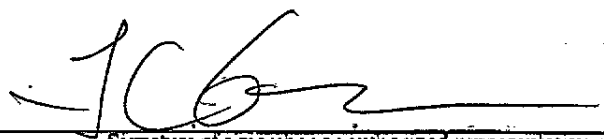
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

Sovereign International Asset Management, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 2000
- 5) the total amount of 2, 3, and 4 is \$ 2100



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of Sovereign International Asset Management (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of this Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 20 day of July, 1998.

Jordan Falkner
Witness
Jordan Falkner
Typed or Printed Name

[Signature]
Signature
Larry C. Grossman
Typed or Printed Name

Barbara B. Strickland
Witness
Barbara B. Strickland
Typed or Printed Name