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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTICATION

UNITED CAPITAL MARKETS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
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CERTIFICATE OF DOMESTICATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, D. John Devaney, Chief Executive Officer, of Trustcap Securities Group, Inc., a foreign corporation, in accordance with § 607.1801, Florida Statutes, does

hereby certify:

1. The date on which the corporation was first formed was March 19, 1996.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Virginia.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Trustcap Securities Group, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to § 607.0202 and § 607.0401, Florida Statutes, with this certificate is United Capital Markets, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Virginia.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am D. John Devaney, of Trustcap Securities Group, Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 4th day of August, 2000.


D. JOHN DEVANEY

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ARTICLES OF INCORPORATION
OF
UNITED CAPITAL MARKETS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of domesticating a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is United Capital Markets, Inc. Its principal office and mailing address is 772 Ridgewood Road, Key Biscayne, Florida 33149.

ARTICLE II - DURATION

The date of the commencement of corporate existence is March 19, 1996. The duration of the corporation is perpetual.

ARTICLE III - PURPOSE

The purposes of this Corporation are as follows:

1. To transact any business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the Corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
2. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

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ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 2,000. Such shares are of a single class, and are without par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be The Colonnade, Suite 710, 2333 Ponce de Leon Boulevard, Coral Gables, Florida 33134, and the initial registered agent of this Corporation at such office shall be Juan C. Martinez, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than five. The name and address of the initial director is:

<u>Name</u>	<u>Address</u>
D. John Devaney	772 Ridgewood Road Key Biscayne, Florida 33149

To the fullest extent permitted by law, the Corporation shall at all times be authorized to indemnify, defend and save harmless its officers, directors, employees and other agents.

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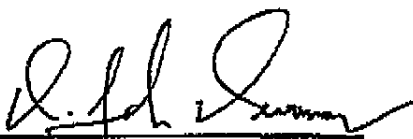
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ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
D. John Devaney	772 Ridgewood Road Key Biscayne, Florida 33149

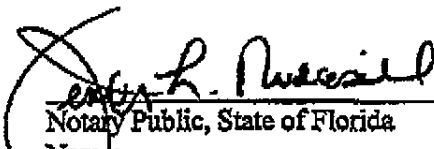
Executed by the undersigned at Miami-Dade County, Florida, this 4 day of August, 2000.



 D. John Devaney
 Incorporator

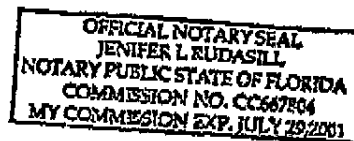
STATE OF FLORIDA)
) SS:
 COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of United Capital Markets, Inc., were acknowledged before me this 4th day of August, 2000, by D. John Devaney, as Incorporator.



 Notary Public, State of Florida
 Name: _____
 Commission Number: _____
 My Commission Expires: _____

(Seal)



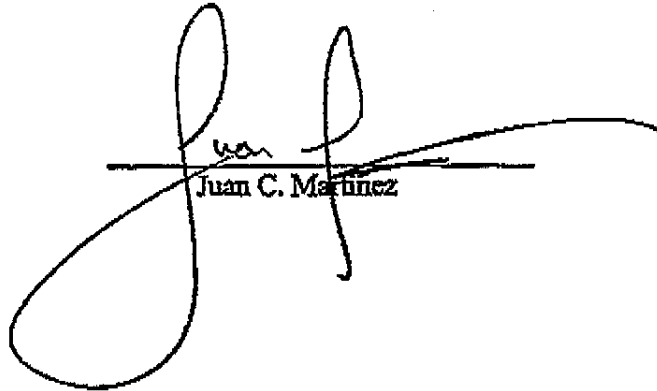
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for United Capital Markets, Inc., at the place designated in the Articles of Incorporation, Juan C. Martinez, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated this 7th day of August, 2000.


Juan C. Martinez

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TALLAHASSEE, FLORIDA

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