

CT CORPORATION

PO2000045473

Future First Securities, Inc.

800005347728--9

-04/25/02--01003--019

*****70.00 *****70.00

- Profit Articles
- Amendment
- Merger
- Nonprofit
- Foreign
- Dissolution/Withdrawal
- Mark
- Reinstatement
- Limited Partnership
- Annual Report
- Other
- LLC
- Name Registration
- Change of RA
- Fictitious Name
- UCC
- Certified Copy
- Photocopies
- CUS
- Call When Ready
- Call If Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

2002 APR 25 PM 2:22
SEC. DIVISION OF STATE
TALLHASSEE FLORIDA

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Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

4/25/02

Order#: 5298344

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

4/25/02

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
FUTURE FIRST SECURITIES, INC.**

I.

The name of the Corporation is Future First Securities, Inc. (hereinafter, the "Corporation").

II.

The Corporation shall have authority to issue not more than one million (1,000,000) shares of common stock of \$.01 par value per share. The Board of Directors may from time to time distribute to shareholders its assets, in cash or in property, as permitted by applicable law.

III.

The initial registered office of the Corporation is located at Highway A1A, Suite 305, Ponte Vedra Beach, Florida 32082, County of Saint Johns. The initial registered agent of the Corporation at such office is Christopher White.

IV.

The name and address of the Incorporator of the Corporation is:

Steven E. Fox, Esq.
Rogers & Hardin LLP
2700 International Tower, Peachtree Center
229 Peachtree Street, N.E.
Atlanta, Georgia 30303

V.

The mailing address of the initial principal office of the Corporation is:

Highway A1A, Suite 300
Ponte Vedra Beach, FL 32082

VI.

The powers of the incorporator shall terminate upon the filing of this Certificate of Incorporation. The initial Board of Directors of the Corporation shall consist of four (4) members, who shall serve as the Directors of the Corporation until the first meeting of the shareholders or until their successors are elected and qualified. The names and addresses of the initial members of the Board of Directors are as follows:

John Tooke
Highway A1A, Suite 300
Ponte Vedra Beach, FL 32082

Randy Stelk
Highway A1A, Suite 300
Ponte Vedra Beach, FL 32082

Alan Anderson
Highway A1A, Suite 300
Ponte Vedra Beach, FL 32082

Frank Keaveney
Highway A1A, Suite 300
Ponte Vedra Beach, FL 32082

VII.

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of the duty of care or other duty as a director; provided, however, that to the extent required by applicable law, this Article shall not eliminate or limit the liability of a director (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation, (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law, (iii) for the types of liability set forth in Section 607.0834 of the Florida Business Corporation Act, or (iv) for any transaction from which the director derived an improper personal benefit. If applicable law is amended to authorize corporate action further eliminating or limiting the liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by applicable law, as amended. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any acts or omissions occurring prior to such amendment, repeal or adoption of an inconsistent provision.

VIII.

The Corporation shall have perpetual duration.

IX.

Shareholder action may be taken without a meeting if written consent setting forth the action so taken is signed by shareholders having the right to vote not less than that number of shares (including any separate class vote) necessary to authorize or take the proposed action at a meeting at which all shareholders are entitled to vote were present and voted.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 20th day of April, 2002.



Steven E. Fox, Esq., Incorporator

REGISTERED AGENT ACCEPTANCE:

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Christopher White

VIII.

The Corporation shall have perpetual duration.

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TALLAHASSEE FLORIDA

IX.

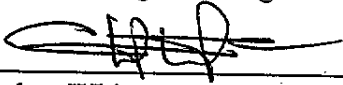
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Christopher White