

P95000059396

Broward and Cassell
(Requestor's Name)

500 E. Broward Blvd
(Address)

Suite 1130 Broward Fin Center
(City, State, Zip) (Phone #)
 Ft Lauderdale, FL 33394

OFFICE USE ONLY

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 AUG -2 AM 8:30

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Advisory Capital Partners Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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 -07/25/95--01080--016
 ****130.00 ****122.50

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

del 8/1/95

Examiner's Initials

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 AUG -2 AM 8:30

ARTICLES OF INCORPORATION
OF
ADVISORY CAPITAL PARTNERS, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be ADVISORY CAPITAL PARTNERS, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$0.01 par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE V

INITIAL PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida shall be 150 Clarke Avenue, Palm Beach, Florida 33480.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The Initial Registered Agent and Office of this corporation shall be:

Steve L. Waserstein, Esq.
BROAD AND CASSEL
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, FL 33394

ARTICLE VII

INCORPORATOR

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

Steve L. Waserstein
BROAD AND CASSEL
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, FL 33394

ARTICLE VIII

AMENDMENT

The Board of Directors may amend any part of the Articles of Incorporation, without shareholder action, including but not limited to the amendments permitted under §607.1002 of the Florida Business Corporation Act.

ARTICLE IX

SPECIAL ELECTION

The corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of July, 1995.


STEVE L. WASERSTEIN, INCORPORATOR

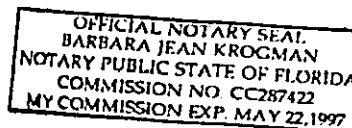
STATE OF FLORIDA

COUNTY OF Broward

The foregoing instrument was acknowledged before me this 24 day of July, 1995, by STEVE L. WASERSTEIN, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.


SIGNATURE OF NOTARY

Barbara Jean Krogman
PRINTED NAME OF NOTARY



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

95 AUG -2 AM 8:30

Pursuant to the provisions of Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: ADVISORY CAPITAL PARTNERS, INC.
2. The name and address of the registered agent and office is:

Steve L. Wasserstein, Esq.
Broad and Cassel
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, Florida 33394

By: 
STEVE L. WASERSTEIN, ESQ., INCORPORATOR

Dated this 24th day of July, 1995.

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.


STEVE L. WASERSTEIN, ESQ.

Dated this 24th day of July, 1995

P95000059396

Steve Kusatato, Esq./J.D.

ATTORNEY AT LAW

100 EAST BROWARD BLVD STE 1130

FORT LAUDERDALE
City/State/Zip

FL 33304
Phone

TELEPHONE 1-800-352-1111
11/23/98-01102-0001
****262,500 ****191,250

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) (Document #)
- 2. _____ (Corporation Name) (Document #)
- 3. _____ (Corporation Name) (Document #)
- 4. _____ (Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Certificate of Status
- Photocopy

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36 JUN 23 11:05
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

by Merge
1-23-98
Central Sta +
Cert Copies

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

ADVISORY CAPITAL PARTNERS, INC., a Delaware corporation not qualified in
the state of Florida.

INTO

ADVISORY CAPITAL PARTNERS, INC., a Florida corporation, P95000059396

File date: January 23, 1996

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER AND CERTIFICATE OF MERGER

OF

ADVISORY CAPITAL PARTNERS, INC.
a Florida corporation

and

ADVISORY CAPITAL PARTNERS, INC.
a Delaware corporation

Pursuant to the provisions of the Florida Business Corporation Act and the Delaware General Corporation Law governing the merger of a Delaware corporation with and into a Florida corporation, the undersigned corporations adopt the following articles of merger and certificate of merger:

1. The names of the merging corporations are Advisory Capital Partners, Inc. ("Disappearing Corporation"), a business corporation organized under the laws of the State of Delaware, the existence of which will cease, and Advisory Capital Partners, Inc. ("Surviving Corporation"), a business corporation organized under the laws of the State of Florida, and which shall be the surviving corporation.

2. The Agreement of Merger and Plan of Reorganization for merging the Disappearing Corporation with and into the Surviving Corporation is attached hereto as Exhibit "A."

3. The merger shall be effective on the date these Articles of Merger are filed by the Florida Secretary of State.

4. This merger and the Agreement of Merger and Plan of Reorganization was approved and adopted by all the Board of Directors and Shareholders of both the Disappearing Corporation and the Surviving Corporation by written consents dated the 10th day of December, 1995. The vote by the Board of Directors and Shareholders of both corporations was sufficient for approval under the laws of the State of Delaware and the State of Florida.

5. The Surviving Corporation will continue its existence as the surviving corporation under the name "Advisory Capital Partners, Inc." pursuant to the laws of the State of Florida.

6. The Certificate of Incorporation of Surviving Corporation is in effect on the date hereof and shall from the date after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until change or amended as provided by law.

7. The Agreement of Merger and Plan of Reorganization is on file at the principal place of business of Surviving Corporation at 150 Clarke Avenue, Palm Beach, Florida 33480.

8. A copy of the Agreement of Merger and Plan of Reorganization will be furnished by Surviving Corporation on request by any shareholder of Disappearing Corporation or Surviving Corporation without cost to such shareholder.

DATED the ✓ 1st day of ✓ December, 1995.

ADVISORY CAPITAL PARTNERS, INC.,
a Florida corporation

By: Robert G. Eccles
Name: ROBERT G. ECCLES
Title: PRESIDENT

ADVISORY CAPITAL PARTNERS, INC.,
a Delaware corporation

By: Robert G. Eccles
Name: ROBERT G. ECCLES
Title: PRESIDENT

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

This Agreement of Merger and Plan of Reorganization ("Agreement") is entered into this ✓ 1st day of December, 1995, by and between Advisory Capital Partners, Inc., a Florida corporation ("Surviving Corporation"), and Advisory Capital Partners, Inc., a Delaware corporation ("Disappearing Corporation").

W H E R E A S

1. The Board of Directors of Surviving Corporation and Disappearing Corporation have resolved that Disappearing Corporation shall be merged into Surviving Corporation pursuant to the General Corporation Law of the State of Delaware and the Florida Business Corporation Act in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended;

2. The authorized capital stock of Disappearing Corporation consists of 1,000 shares of Common Stock with a par value of \$.01 per share (hereinafter called "Old Stock"), of which 1000 shares are issued and outstanding;

3. The authorized capital stock of Surviving Corporation consists of 100 shares of Common Stock with a par value of \$.01 per share (hereinafter called "New Stock"), of which 100 shares are issued and outstanding; and

4. The Board of Directors and Shareholders of Surviving Corporation and Disappearing Corporation have approved the merger upon the terms and conditions set forth herein and in this Agreement.

NOW, THEREFORE, in consideration of the mutual agreements, provisions, and covenants contained herein, the parties hereto hereby agree in accordance with the General Corporation Law of the State of Delaware and the Florida Business Corporation Act that Surviving Corporation and Disappearing Corporation shall be, at the Effective Date (defined herein), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit: ADVISORY CAPITAL PARTNERS, INC., which shall be the surviving corporation, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the mode of carrying the same into effect.

WITNESSED BY _____ *A*

1. Stockholder's Meetings; Filings; Effects of Merger

1.1. Approval. This Agreement has previously been submitted to and approved by the Board of Directors and Shareholders of Surviving Corporation and Disappearing Corporation. Subsequent to the execution of this Agreement by the appropriate officers of Disappearing Corporation and Surviving Corporation, the proper officers of each corporation shall, and are hereby authorized and directed to cause to be executed and filed such documents prescribed by the laws of the State of Florida and State of Delaware, and perform all such further acts as the same may be necessary or proper to render effective the merger contemplated by this Agreement.

1.2. Filing of Certificate of Merger; Effective Date. Since this Agreement was adopted by the shareholders of Surviving Corporation and Disappearing Corporation and has not theretofore been terminated or abandoned as permitted herein, a Certificate of Merger and Articles of Merger shall be filed and recorded in accordance with the General Corporation Law of the State of Delaware and the Florida Business Corporation Act, respectively. The date of filing the Articles of Merger by the Florida Secretary of State shall be referred to as the "Effective Date."

1.3. Certain Effects of Merger. On the Effective Date, the separate existence of Advisory Capital Partners, Inc., a Connecticut corporation, shall cease, and it shall be merged into Advisory Capital Partners, Inc., a Florida corporation, the surviving corporation. On and after the Effective Date: (1) Surviving Corporation shall be vested without reversion or impairment, title to all real estate and other property, or any interest therein owned by each party to this Merger; (2) Surviving Corporation shall be responsible and liable for all liabilities and obligations of each party to the Merger; (3) any claim existing or action or proceeding pending by or against any party to this Merger may be continued as if the merger did not occur or the Surviving Corporation may be substituted in the proceeding for Disappearing Corporation; and (4) neither the rights of creditors or any liens upon the property of any party to this Merger shall be impaired by such merger. Surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Disappearing Corporation and enforcement of any obligation of Surviving Corporation resulting from the merger. Surviving Corporation irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in such proceedings (described in this Section 1.3.) initiated in the State of Delaware. A copy of such process shall be mailed by the Delaware Secretary of State to the Registered Agent and Office of Surviving Corporation Steve L. Wasserstein, Esq., Broad and Cassel, 500 East Broward Boulevard, Suite 1130, Fort Lauderdale, Florida 33394.

1.4. Directors and Officers. The directors and officers of Surviving Corporation on the Effective Date of the merger shall continue to be the Directors and officers of Surviving Corporation after the Effective Date, all of whom shall hold their directorships and offices until the election, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws, as amended, of Surviving Corporation.

2. Name of Surviving Corporation; Certificate of Incorporation; Bylaws

2.1. Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be Advisory Capital Partners, Inc., unless changed as provided by law.

2.2. Certificate of Incorporation. The Certificate of Incorporation of Surviving Corporation as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3. Bylaws. The Bylaws of Surviving Corporation as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of Disappearing Corporation and the nature and amount of common stock of Surviving Corporation which the holders of shares of Disappearing Corporation Common Stock are to receive in exchange for such shares are as follows:

3.1. Disappearing Corporation Common Stock. Each one share of Disappearing Corporation Common Stock which was issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one-tenth (1/10) of one fully paid share of Surviving Corporation Common Stock, and outstanding certificates representing shares of Disappearing Corporation Common Stock shall thereafter represent shares of Surviving Corporation Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the Merger becomes effective for new certificates bearing the name of the Surviving Corporation for the appropriate number of shares.

3.2. Surviving Common Stock Held by Disappearing Corporation. All issued and outstanding shares of Surviving Corporation Common Stock held by shareholders of Disappearing Corporation immediately

before the Effective Date shall, by virtue of the merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

4. Miscellaneous

4.1. This Agreement may be terminated any time before the effective date by either corporation.

4.2. For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

4.3. Effective Date of Merger. The effective date of the Merger shall be the date of filing of the Articles of Merger by the Florida Secretary of State.

IN WITNESS WHEREFORE, this Agreement has been executed by Advisory Capital Partners, Inc., a Florida corporation, and Advisory Capital Partners, Inc., a Delaware corporation, all on the date first above written.

ADVISOR CAPITAL PARTNERS, INC.,
a Florida corporation

By: Robert G. Eccles
ROBERT G. ECCLES, PRESIDENT

ADVISORY CAPITAL PARTNERS, INC.,
a Delaware corporation

By: Robert G. Eccles
ROBERT G. ECCLES, PRESIDENT