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ALL HAVEN STREET
TALLAHASSEE, FL 32309
904-222-0000

800 321-8086



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96 MAR 20 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

ACCOUNT NO. # 072100000032
REFERENCE # 807343 5016364
AUTHORIZATION # *Patricia Pajets*
COST LIMIT # \$ 70.00

ORDER DATE # March 19, 1996
ORDER TIME # 11:56 AM
ORDER NO. # 807343

CUSTOMER NO: 5016364 200001751332

CUSTOMER: LYLE J. MORTENSEN
5525 MacArthur Blvd.
#460
Irving, TX 75038

*W96-6143
502*

DOMESTIC FILING

NAME: SELECT FINANCIAL SERVICES, INC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar
EXAMINER'S INITIALS: _____

KATHY H. MAR 27 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

March 21, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SELECT FINANCIAL SERVICES, INC.
Ref. Number: W96000006143

Resubmit

We have received your document for SELECT FINANCIAL SERVICES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 896A00013070

RECEIVED
96 MAR 25 PM 2 24
DIVISION OF CORPORATIONS

FILED
96 MAR 25 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SELECT FINANCIAL ADVISORS, INC

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SELECT FINANCIAL ADVISORS, INC

The address of the principal office of this corporation shall be 5525 Mac Arthur Boulevard, Suite 460 , Irving, Texas 75038 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having \$.001 par value per share.

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. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Lyle J. Mortenson
Dir.

5525 Mac Arthur Boulevard
Suite 460
Irving, Texas 75038

FILED
96 MAR 25 AM 8 32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on March 20, 1996.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation 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 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

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SELECT FINANCIAL ADVISORS, INC.

5525 North MacArthur Blvd. - Suite 460
Irving, Texas 75038
Telephone (214) 518-2551
Facsimile (214) 756-0403

July 9, 1996

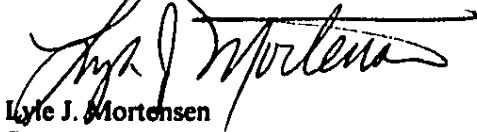
Ms. Sandra B. Mortham
Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Ms. Mortham:

Enclosed are two copies of the Amendment to the Articles of Incorporation for Select Financial Advisors, Inc., a Florida corporation. We are also enclosing the \$35 check for the fee regarding the filing of this amendment.

Should you have any questions regarding this matter, please call me at (214) 580-7945.

Very truly yours,



Lyle J. Mortensen
Secretary

LJM:am

Enclosures

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*****35.00 *****35.00

SH 7/18
Amend
FILED
96 JUL 12 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
SELECT FINANCIAL ADVISORS, INC.**

FILED
95 JUL 12 AM 11:02
TALLAHASSEE, FLORIDA

George William Lindsey, Jr. and Lyle J. Mortensen certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Select Financial Advisors, Inc., a Florida corporation (the "Corporation").
2. Pursuant to Section 607.1006 of the Florida Corporation Law, the Articles of Incorporation of the Corporation are hereby amended to read as follows:

"ARTICLE IV - CAPITAL STOCK"

The aggregate number of shares which the Corporation shall have authority to issue is 11,000,000 of which there shall be 1,000,000 shares of Preferred Stock with \$0.01 par value (the "Preferred Stock"), and 10,000,000 shares of Common Stock, with \$.001 par value (the "Common Stock"). Each share of such Common Stock shall have identical rights and privileges in every respect.

The Board of Directors of the Corporation is authorized to determine the number of series into which shares of the Preferred Stock may be divided, to determine the rights, preferences, privileges and restrictions granted to and imposed upon the Preferred Stock or any series thereof or any holders thereof, to determine or alter the rights, privileges and restrictions granted to and imposed upon any wholly unissued series of Preferred Stock or the holders thereof, to fix the number of shares constituting any series prior to the issuance of shares of that series and to increase or decrease, within the limits stated in any resolution or resolutions of the Board originally fixing the number of shares constituting any series (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issuance of shares of that series.

The following is a statement of the rights, preferences, privileges and restrictions in respect of the first series of Preferred Stock, designated as "Series A Preferred Stock."

Series A Preferred Stock

A series consisting of 300,000 shares of Preferred Stock is hereby established and designated as the "Series A Preferred Stock" of the Corporation, and that the Series A Preferred Stock shall have the rights, preferences and privileges, and shall be subject to the restrictions, as are hereinafter set forth:

1. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary (a "Liquidation Event"), subject to the rights of any series of Preferred Stock which may from time to time come into existence, the Holders of Series A Preferred Shares shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Shares by reason of their ownership thereof, an amount per share equal to the sum of (i) \$1.00 per share, plus (ii) any accrued but unpaid dividends.

(b) Upon the completion of the distribution required by subparagraph (a) of this Section 1 and any other distribution which may be required with respect to series of Preferred Stock which may from time to time come into existence, if assets remain in the Corporation, the holders of the Common Stock of the Corporation shall receive all of the remaining assets of the Corporation.

(c) A consolidation or merger of the Corporation with or into any other corporation or corporations, or a sale, conveyance or disposition of all or substantially all of the assets of the Corporation or the effectuation by the corporation of a transaction or series of related transactions in which more than 50% of the voting power of the corporation is disposed of, shall not be deemed to be a Liquidation Event within the meaning of this Section 1.

2. Dividend Provisions.

(a) The Corporation is obligated to declare 10% per annum dividends on distributions in respect of the Series A Preferred Shares.

(b) Notwithstanding the provisions of Section 2(a) above, the Board of Directors of the Corporation shall be entitled, but shall not be obligated, to declare and cause the Corporation to pay to the registered holders (the "Holders") of the Series A Preferred Shares, out of funds of the Corporation legally available therefor, such dividends as the Board of Directors of the Corporation may from time to time determine.

3. Redemption.

(a) Option to Redeem. The Corporation at any time may elect, but shall not be obligated, at the option of the Board of Directors, to redeem in whole or in part (which may be effected pro-rata or by lot) the Series A Preferred Shares, at any time it may lawfully do so, by paying in cash therefor a sum equal to \$1.00 per share plus any accrued but unpaid dividends (such total amount is hereinafter referred to as the "Redemption Price").

(b) Notice of Redemption. The Corporation shall mail a notice of redemption to each Holder of record of Series A Preferred Shares to be redeemed addressed to the Holder at the address of such Holder appearing on the books of the Corporation, or given by the Holder to the Corporation for the purpose of notice, or if no such address appears or is given at the place where

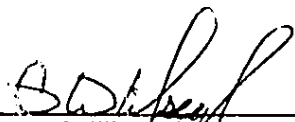
the principal executive office of the Corporation is located, not earlier than 60 nor later than 20 days before the date fixed for redemption. The notice of redemption shall include (i) the portion of the Series A Preferred Shares to be redeemed, (ii) the date fixed for redemption, (iii) the aggregate Redemption Price for the series A Preferred Shares to be redeemed, and (iv) the place at which the Holders may obtain payment of the Redemption Price upon surrender of their share certificates. If funds are available on the date fixed for the redemption, then whether or not the share certificates are surrendered for payment of the Redemption Price, the Series A Preferred Shares shall no longer be outstanding, and the Holders thereof shall cease to be shareholders of the Corporation with respect to the Series A Preferred Shares redeemed on and after the date fixed for redemption and shall be entitled only to receive the Redemption Price without interest upon surrender of the share certificate. If less than all the Series A Preferred Shares represented by the share certificate are to be redeemed, the Corporation shall issue a new share certificate to the Holder for the Series A Preferred Shares not redeemed.

4. Voting Rights. The Holders of Series A Preferred Shares shall have the same voting rights as the holders of Common Stock."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.

4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of the shareholders on June 28, 1996. The total number of outstanding shares entitled to vote was 1,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was greater than 50%.

The undersigned hereby certifies that he has executed this Certificate of Amendment as of July 9, 1996.



George William Lindsey, Jr.
President



Eyle J. Mortensen
Secretary