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SIERRA, GUSTAFSON & SIERRA

Attorneys at Law
Suite 1250
100 Ashley Drive South
Tampa, Florida 33602

MICHAEL SIERRA
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MONICA L. SIERRA
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PHONE (813) 221-0097
FAX (813) 221-0530

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -1 PM 1:07

October 30, 1996

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Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: **JMA SECURITIES, INC.**

Enclosed herewith please find two copies of the Articles of Incorporation for the above Corporation for filing with your office. Also enclosed is our check in the sum of $122.50 to cover filing fees, etc.

Very truly yours,

Michael Sierra

MICHAEL SIERRA

MS:m
Enc.

D. BROWN NOV - 5 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

JMA SECURITIES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

JMA SECURITIES, INC.

The principal place of business of this Corporation shall be:

100 So. Ashley Dr., #1260, Tampa, FL 33602.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in, or transact, 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. The specific purpose of this Corporation shall be to operate financial consulting, asset management and related services.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of $ 1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be: **100 So. Ashley Dr. #1260, Tampa, FL 33602**, and the name of the initial Registered Agent of the Corporation at that address is: **ELIZABETH L. OARE.**

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII. SECTION 1244 PROVISION

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. SUB-CHAPTER S PROVISION

It is the intent of the incorporators that the Corporation will file as a Sub-Chapter S Corporation.

ARTICLE IX. DIRECTORS

This Corporation shall have one (1) directors initially. The names and street addresses of the initial members of the Board of Directors are:

DIRECTOR	ADDRESS
ELIZABETH L. OARE	**741 Main Sail Dr.** **Tampa, FL 33602**

ARTICLE X. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed, are:

OFFICER	ADDRESS
ELIZABETH L. OARE **President/Secretary**	**741 Main Sail Dr.** **Tampa, FL 33602**

ARTICLE XI. SUBSCRIBER

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

NAME	ADDRESS	SHARES OF COMMON STOCK ISSUED
MICHAEL GERARD ROGAN	**924 Greenbelt Cir.** **Brandon, FL 33511**	**200**
ALAN LEE ROSENBERG	**924 Greenbelt Cir.** **Brandon, FL 33511**	**200**
ELIZABETH L. OARE	**741 Main Sail Dr.** **Tampa, FL 33602**	**600**

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this 29 day of October, 1996.

Elizabeth Oare (SEAL)
ELIZABETH L. OARE

(SEAL)
MICHAEL GERARD ROGAN

(SEAL)
ALAN LEE ROSENBERG

I Hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Elizabeth Oare
ELIZABETH L. OARE
Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was subscribed to before me on this 29 day of October, 1996, by **MICHAEL GERARD ROGAN**, who is personally known to me or who produced ________ as identification.

Carmen M. Lashley
NOTARY PUBLIC

COMMISSION NO.____________

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
CARMEN M LASHLEY
COMMISSION NUMBER
CC501786
MY COMMISSION EXP.
OCT. 26,1999

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was subscribed to before me on this 29th day of October, 1996, by **ALAN LEE ROSENBERG**, who is personally known to me ~~or who produced~~ ________ as identification.

Virginia Allen
NOTARY PUBLIC

VIRGINIA ALLEN
MY COMMISSION # CC 508642
EXPIRES: November 30, 1999
Bonded Thru Notary Public Underwriters

COMMISSION NO.____________

VIRGINIA Allen
(Name of Notary typed, printed or stamped)

COMMISSION EXP.____________

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was subscribed to before me on this 29 day of October, 1996. by **ELIZABETH L. OARE**, as **Incorporator and Registered Agent,** who is personally known to me or who produced ________ as identification.

Carmen M. Lashley
NOTARY PUBLIC

COMMISSION NO.____________

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
CARMEN M LASHLEY
COMMISSION NUMBER
CC501786
MY COMMISSION EXP.
OCT. 26,1999

P96000090704

JMA
Securities, Inc.

777 South Harbour Island [illegible]oulevard
[illegible]5, [illegible], Fl[illegible]da [illegible]602-5310
Ph[illegible] [illegible] - 2600
Fax (813) [illegible] - 2770

January 30, 1997

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: JMA Securities, Inc.
Document #P96000090704 (3)

To whom it may concern,

Please note that our physical address and our mailing address have changed. The new address is:

JMA Securities, Inc.
777 South Harbour Island Boulevard
Suite 175
Tampa, Florida 33602

Thank you for your prompt attention to this matter.

Sincerely,

Elizabeth Oare

Elizabeth L. Oare
President

JJB/ar

KS 7/4

LYNNE WALDER, P.A.
ATTORNEY AT LAW

P96000090704

March 14, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002121828--6
-03/24/97--01120--010
*****35.00 *****35.00

Re: JMA Securities, Inc.

Enclosed please find an original and one (1) copy of the AMENDED ARTICLES OF INCORPORATION for the captioned corporation including appointment and acceptance of Registered Agent.

Also enclosed please find a check payable to Secretary of State in the amount of $35.00 representing the filing fee for the Amended Articles.

Please return the copy, with your stamp thereon, to the undersigned. Should you require any further information, please contact this office.

Sincerely,

Lynne Walder

Lynne Walder

FILED
97 MAR 24 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 3/26

777 SOUTH HARBOUR ISLAND BLVD. • SUITE 175 • TAMPA, FL 33602 • PHONE (813) 221-2121 • FAX (813) 221-2151

FILED
97 MAR 24 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED ARTICLES OF INCORPORATION
OF
JMA SECURITIES, INC.

The undersigned, being all the officers, all the directors and all the shareholders of JMA SECURITIES, INC. on this 18 day of March, 1997, for the purpose of amending the existing Articles of Incorporation filed with the State of Florida, hereby unanimously adopt the following **Amended Articles of Incorporation:**

ARTICLE I. Corporate Name and Address

The name of this corporation shall be JMA FINANCIAL SERVICES, INC., hereinafter referred to as Corporation. The principal office of the corporation is 777 S. Harbour Island Blvd. Suite 175, Tampa, FL 33602, and the mailing address of the corporation is 777 S. Harbour Island Blvd. Suite 175, Tampa, FL 33602.

ARTICLE II. Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of $1.00 per share.

ARTICLE III. Duration

The duration of this Corporation is perpetual.

ARTICLE IV. Initial Registered Office and Agent

The street address of the initial Registered Office of the Corporation is 777 South Harbour Island Boulevard, Suite 175, Tampa, FL 33602 and the name of its initial Registered Agent at that address is ELIZABETH L. OARE.

ARTICLE V. Preemptive Rights

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VI. Section 1244 Provision

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. Directors

This Corporation shall have one (1) Director initially. The name and street address of the initial member of the Board of Directors is:

ELIZABETH L. OARE
777 South Harbour Island Blvd. Suite 175
Tampa, FL 33602

ARTICLE VIII. Officers

The name and address of the initial officer of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed, is:

ELIZABETH L. OARE - President / Secretary
777 South Harbour Island Blvd. Suite 175
Tampa, FL 33602

ARTICLE IX. Subscriber

The name and street address of the subscriber to these Amended Articles of Incorporation is:

NAME	ADDRESS	SHARES OF COMMON STOCK ISSUED
ELIZABETH L. OARE	**777 South Harbour Island Blvd. Suite 175 Tampa, FL 33602**	**500**

ARTICLE X. Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI. By-Laws

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XII. Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Amended Articles of Incorporation this 18 day of March, 1997.

Elizabeth Oare

Elizabeth L. Oare, Director, Officer and Shareholder

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 18 day of March 1997, by ELIZABETH L. OARE, personally known by me.

Lynne Walder

Notary Public - State of Florida
My Commission expires:

(SEAL) Lynne Walder MY COMMISSION EXPIRES JANUARY 7, 2001 #CC 611930 Bonded thru Troy Fain-Insurance NOTARY PUBLIC, STATE OF FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Dated this 18 day of March, 1997.

Elizabeth Oare

Elizabeth L. Oare, Registered Agent