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LEONARD & MORRISON
10TH FLOOR
4875 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33308

WILLIAM F. LEONARD
RICHARD W. MORRISON
C. GLENN LEONARD
MICHAEL P. HAMAWAY

TELEPHONE (954) 776-3600
FAX (954) 776-3609

Please reply to:

POST OFFICE BOX 11025
FORT LAUDERDALE, FLORIDA 33339

OF COUNSEL:
WILLIAM ROBERT LEONARD

February 4, 1997

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Mr. David Mann, Director
Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32301

Re: Keagy Whiddon Financial Group, Inc.

Dear Mr. Mann:

I enclose herewith the original and one copy of the Articles of Incorporation of KEAGY WHIDDON FINANCIAL GROUP, INC., as well as a check in the amount of \$122.50, as and for the filing fee for said Articles and Registered Agent Designation.

Please return the certified copy of Articles of Incorporation to us as soon as is possible. Your quick service is greatly appreciated.

Sincerely,



C. GLENN LEONARD
CGL/cb
Enclosures

DMC
2/12/97

FILED
97 FEB 12 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

KEAGY WHIDDON FINANCIAL GROUP, INC.

ARTICLE I - Name

The name of this corporation shall be KEAGY WHIDDON FINANCIAL GROUP, INC.

ARTICLE II - Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including specifically that permitted by Chapter 607, Florida Statutes.

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 a nominal or par value of One Dollar and No/100 (\$1.00) per share.

ARTICLE IV - Registered Office and Registered Agent

The name and address of the initial Registered Agent is:

C. GLENN LEONARD
4875 North Federal Highway, 10th Floor
Fort Lauderdale, Fl. 33308

ARTICLE V - DIRECTORS

The number of directors constituting the initial Board of Directors shall be two (2). The names and addresses of the persons serving on the initial Board of Directors are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
GENE A. WHIDDON, JR.	901 South Federal Highway, Suite 200 Ft. Lauderdale, Florida 33316
PHILIP B. KEAGY	901 South Federal Highway, Suite 200 Ft. Lauderdale, Florida 33316

ARTICLE VI - Incorporators

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

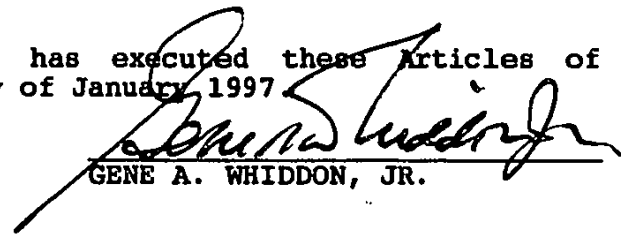
<u>NAME</u>	<u>ADDRESS</u>
GENE A. WHIDDON, JR.	901 South Federal Highway, Suite 200 Ft. Lauderdale, Florida 33316

ARTICLE VII - Principal Office

FILED
97 FEB 12 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The principal office and mailing address of the corporation is 901 South Federal Highway, Suite 200, Fort Lauderdale, Florida 33316.

The undersigned incorporator has executed these Articles of Incorporation this 31 day of January, 1997


GENE A. WHIDDON, JR.

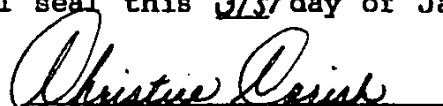
STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that this day in the next above named State and County, before me, an officer duly authorized and acting, personally appeared, GENE A. WHIDDON, JR., who presented Personally Known as identification and who executed the foregoing instrument, and acknowledged then and there before me that they executed said instrument for the purposes and reasons set out therein.

WITNESS my hand and official seal this 31st day of January 1997.



"OFFICIAL SEAL"
Christine C. Corish
My Commission Expires 2/27/2000
Commission #CC 535814


Notary Public

My Commission Expires: 2/27/2000

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

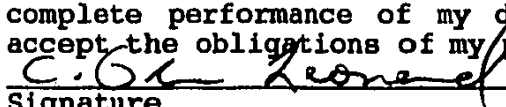
Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: KEAGY WHIDDON FINANCIAL GROUP, INC.

2. The name and address of the registered agent is:

C. GLENN LEONARD
4875 North Federal Highway, 10th Floor
Ft. Lauderdale, Florida 33308

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature

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