

P97000061938
SHUTTS & BOWEN LLP

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

ONE CLEARLAKE CENTRE, SUITE 500
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33401
MAILING ADDRESS P. O. BOX 3555
WEST PALM BEACH, FLORIDA 33402-3555
TELEPHONE (561) 835-8500
FACSIMILE (561) 650-8530

July 14, 1997

VIA FEDERAL EXPRESS

300002238743--2
-07/15/97--01090--001
****122.50 ****122.50

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: **Option Strategies Corporation**

Ladies and Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for Option Strategies Corporation, together with a check in the amount of \$122.50. This check represents payment for the following costs:

| | |
|------------------|--------------|
| Filing Fees | \$ 35.00 |
| Certified Copy | 52.50 |
| Registered Agent | <u>35.00</u> |
| | \$122.50 |

Please note especially that these Articles are effective as of the date of signing, July 14, 1997.

Please file the enclosed Articles of Incorporation and return the certified copy to the undersigned by regular mail.

Sincerely,

SHUTTS & BOWEN

Jeanne M. Battles
Jeanne M. Battles, CLAS
Certified Legal Assistant
Real Estate Specialist

JMC
7-16-97

97 JUL 15 AM 8:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures
cc: **Mr. Barry Wolf (with enclosure)**
Arthur J. Menor, Esquire

EFFECTIVE DATE
7-14-97

AMSTERDAM OFFICE
EUROPA BOULEVARD 69
1063 AD AMSTERDAM,
THE NETHERLANDS
TELEPHONE 011-3120-641-0062
FACSIMILE 011-3120-642-1476

KEY LARGO OFFICE
OCEAN REEF CLUB
31 OCEAN REEF DRIVE
SUITE A20A
OCEAN REEF PLAZA
KEY LARGO, FLORIDA 33037
TELEPHONE (305) 367-2881

LONDON OFFICE
48 MOUNT STREET
LONDON W1V 3BB ENGLAND
TELEPHONE 011-44171-493-4840
FACSIMILE 011-44171-493-4209

MIAMI OFFICE
1500 MIAMI CENTER
201 SOUTH DISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
MIAMI (305) 350-0300
BROWARD (954) 487-0641
FACSIMILE (305) 361-2982

ORLANDO OFFICE
20 NORTH ORANGE AVENUE
SUITE 1000
ORLANDO, FLORIDA 32001
TELEPHONE (407) 423-3200
FACSIMILE (407) 428-8318

ARTICLES OF INCORPORATION
OF
OPTION STRATEGIES CORPORATION

FILED

97 JUL 15 AM 8:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

EFFECTIVE DATE

7-14-97

FIRST: The name of the corporation shall be Option Strategies Corporation.

SECOND: The principal place of business and mailing address of this corporation shall be 3400 South Ocean Boulevard, Suite 2F, Palm Beach, Florida 33480.

THIRD: The duration of the corporation shall be perpetual.

FOURTH: The aggregate number of shares of stock that the corporation is authorized to have outstanding at any one time is one thousand (1,000), all of which shall have a par value of One (\$1.00) Dollar and are of the same class and are to be common shares.

FIFTH: The name and street address of the initial officers and directors of the corporation, who shall hold office until their successors are elected, are:

NAME AND ADDRESS

OFFICE

Barry Wolf
3400 S. Ocean Boulevard, Suite 2F
Palm Beach, Florida 33480

Director

SIXTH: The name and address of the initial registered agent is:

Corporation Company of Miami
201 South Biscayne Boulevard
1600 Miami Center
Miami, Florida 33131

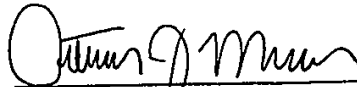
SEVENTH: The name and street address of the incorporator to these Articles of Incorporation is:

Arthur J. Menor, Esquire
Shutts & Bowen LLP
250 S. Australian Avenue, Suite 500
West Palm Beach, Florida 33401

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, and in the manner provided for in the By-Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

NINTH: The corporate existence of the corporation shall commence as of July 14, 1997, so long as these Articles of Incorporation are received and filed by the Department of State within five (5) business days after such date. In the event these Articles are not received within such five (5) day period, then the corporate existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on this 14th day of July, 1997.

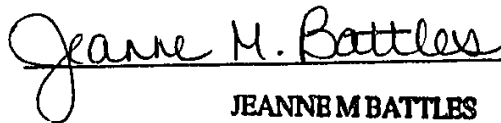


ARTHUR J. MENOR
INCORPORATOR

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 14th day of July, 1997, by Arthur J. Menor, who is personally known to me or who has produced a valid _____ driver's license as identification.

OFFICIAL NOTARIAL SEAL:



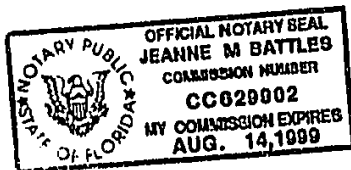
JEANNE M BATTLES

(type, print, or stamp name)

Notary Public

My Commission Expires:

Commission No.: _____



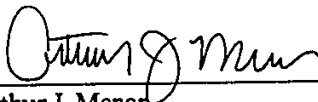
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
97 JUL 15 AM 8:44

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

1. The name of the corporation is Option Strategies Corporation.
2. The name and address of the registered agent and office is:

Corporation Company of Miami
201 South Biscayne Boulevard
1600 Miami Center
Miami, Florida 33131



Arthur J. Menor
Incorporator

Date: July 14, 1997

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 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.

CORPORATION COMPANY OF MIAMI

By: 

Robert C. Sommerville
Vice President

Date: July 14, 1997