

P97000093750



ACCOUNT NO. : 072100000032

REFERENCE : 585405 9104A

AUTHORIZATION : Patricia Pujols

COST LIMIT : \$ 70.00

ORDER DATE : October 31, 1997

ORDER TIME : 11:02 AM

ORDER NO. : 585405-005

CUSTOMER NO: 9104A

500002334985--0

CUSTOMER: Ms. Lori L. Ammons
HOLLAND & KNIGHT

Suite 1600
200 Central Avenue
St. Petersburg, FL 33701

DOMESTIC FILING

NAME: RJF NYC ASSET MANAGEMENT, 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: Kim Clemons

EXAMINER'S INITIALS:

FILED
97 OCT 31 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT 31 PM 12:16
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

SN OCT 31 1997

EFFECTIVE DATE
11/1/97

FILED

97 OCT 31 PM 2:24

ARTICLES OF INCORPORATION
OF
RJF NYC Asset Management, Inc.

The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is RJF NYC Asset Management, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is:

The Offices of Raymond James Financial
880 Carillon Parkway
St. Petersburg, FL 33733

ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Richard O. Jacobs
Address: 200 Central Avenue, Suite 1600
St. Petersburg, FL 33701

ARTICLE IV.

INCORPORATOR

The name and address of the Incorporator of this Corporation are:

Name: Richard O. Jacobs
Address: 200 Central Avenue, Suite 1600
St. Petersburg, FL 33701.

ARTICLE V.

CAPITAL STOCK

This Corporation is authorized to issue One Million (1,000,000)

shares of \$.01 par value common stock.

ARTICLE VI.

PREEMPTIVE RIGHTS

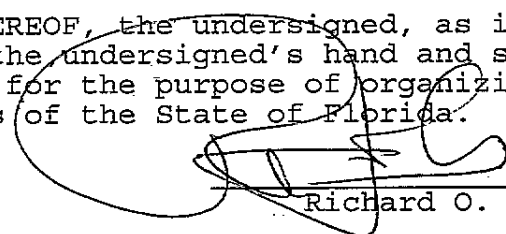
The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Florida Statutes, Chapter 607.

ARTICLE VII.

EFFECTIVE DATE OF ARTICLES

These Articles shall be effective November 1, 1997.

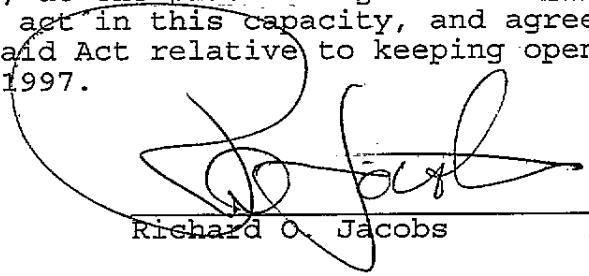
IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 30th day of October 1997, for the purpose of organizing this Corporation under the laws of the State of Florida.



Richard O. Jacobs

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.
Date: October 30, 1997.



Richard O. Jacobs

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA