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MARTIN R. MALLINGER, P.A.

MANUFACTURER CENTRE TOWER D SUITE 207
4800 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33431-6178

TELEPHONE (407) 302-4400
FAX (407) 302-1521

MARTIN R. MALLINGER

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 JAN 23 PM 4:17

January 10, 1995

State of Florida
Secretary of State
Bureau of Corporations
ATTN: CHARTER DIVISION
P.O. Box 6327
Tallahassee, FL 32314

ENCLOSURE
-01/24/95--01019--018
***122.50 ***122.50

RE: DJS Advisors, Inc.

Dear Sir:

Enclosed please find original, executed Article of Incorporation regarding the above-referenced Florida corporation, along with our trust account check in the amount of \$122.50, representing the filing fee for same. Please file the enclosure as soon as possible and forward confirmation of same to the undersigned in the envelope provided.

Thank you for your attention to the foregoing. Please feel free to contact the undersigned should you have any questions.

Very truly yours,

MARTIN R. MALLINGER, P.A.

Lorraine Marie Pollachek
Lorraine Marie Pollachek
Secretary to Martin R. Mallinger

/lmp
Encl.
(CORPDOCs/secyst)

KAN 1-25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JAN 23 PM 4:17

ARTICLES OF INCORPORATION
OF
DBS ADVISORS, 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.

ARTICLES I. NAME

The name of the corporation shall be DBS ADVISORS, INC. The principal place of business of the corporation shall be 600 Corporate Blvd., Suite 200, Fort Lauderdale, FL 33334-3603.

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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 7,500 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 Sanctuary Centre, Suite D-207, 4800 North Federal Highway, Boca Raton, FL 33431-5178, and the name of the initial registered agent of the corporation at that address is MARTIN R. MALLINGER.

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

prorata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE VIII. DIRECTORS

This corporation shall have initially two (2) directors. The names and street addresses of the initial members of the Board of Directors are:

CRAIG G. RICHMAN
600 Corporate Blvd.
Suite 200
Fort Lauderdale FL 33334-3603

HOWARD S. WACKS
600 Corporate Blvd.
Suite 200
Fort Lauderdale, FL 33334-3603

ARTICLE IX. 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:

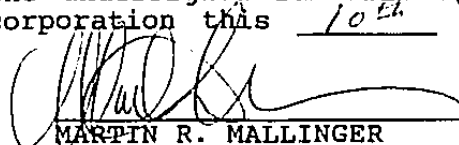
CRAIG G. RICHMAN
PRESIDENT/TREASURER
600 Corporate Blvd.
Suite 200
Fort Lauderdale, FL 33334-3603

HOWARD S. WACKS
VICA PRESIDENT/SECRETARY
600 Corporate Blvd.
Suite 200
Fort Lauderdale, FL 33334-3603

ARTICLE X. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is MARTIN R. MALLINGER, of Martin R. Mallinger, P.A., Sanctuary Centre, Suite D-207, 4800 North Federal Highway, Boca Raton, FL 33431-5178.

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation this 10th day of January, 1995.


MARTIN R. MALLINGER (SEAL)

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements and administer oaths, personally appeared MARTIN R. MALLINGER, [X] to me personally known or [] who produced _____ as identification and to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes expressed therein.

WITNESS my hand and official seal in the State and County last aforesaid this 10th day of January, 1995.

Lorraine Marie Pollack

(Type or print name of notary)
NOTARY PUBLIC
STATE OF FLORIDA
Commission No. _____
MY COMMISSION EXPIRES: _____



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Martin R. Mallinger
MARTIN R. MALLINGER
REGISTERED AGENT

DATE: January 10, 1995

(CORPORATION/dbsadv)

LAW OFFICES
MARTIN R. MALLINGER, P.A.

SANCTUARY CENTRE TOWER D SUITE 207
4800 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33431-5178

TELEPHONE (407) 302-4400
FAX (407) 302-1521

MARTIN R. MALLINGER

January 25, 1995

State of Florida
Secretary of State
Bureau of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: DBS Advisors, Inc.

Dear Sir:

By letter dated January 10, 1995 and sent via Federal Express on January 20, 1995, we forwarded the Articles of Incorporation for filing with the Bureau of Corporations. The mailing address of the corporation was listed therein as 600 Corporate Blvd., Suite 200, Fort Lauderdale, FL 33334-3603. The correct address is 600 Corporate Drive, Suite 200, Fort Lauderdale, FL 33334-3603. Please be so kind as to correct your records accordingly and to forward confirmation of the correction to the undersigned in the envelope provided.

Thank you for your attention to the foregoing. Please feel free to contact the undersigned should you have any questions.

Very truly yours,

MARTIN R. MALLINGER, P.A.

Lorraine Marie Pollachek

Lorraine Marie Pollachek
Secretary to Martin R. Mallinger

/lmp

Encl.

(CORPDOCs/secyst)

cc: Craig G. Richman

2.2.95
JW