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R.M. Stark & Co., Inc.

INVESTMENT BANKERS

Member NASD, SIPC, NFA

April 14, 1999

Transmitted Via Airborne Express

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600002842226--3

-04/16/99--01082--001

****233.75 *****78.75

Re: Articles Of Incorporation Of R.M. Stark & Co., Inc
Certificate Of Domestication Of R.M. Stark & Co., Inc.

Dear Division of Corporations:

R.M. Stark & Co., Inc. is a foreign corporation qualified to do business in the State of Florida (Document #F94000004014), with a principal place of business at 701 Southeast Sixth Avenue, Delray Beach, Florida 33483. At this time, the Corporation desires to change its domicile from the State of New York to the State of Florida.

For your convenience and information, we are enclosing a copy of the Corporation's Certificate Of Incorporation and Certificate Of Amendment Of Certificate Of Incorporation filed in the State of New York. We are also providing a copy of the Certificate Of Good Standing from the State of New York.

In accordance with our request to change the Corporation's domicile, enclosed please find the following documents for filing in the State of Florida:

1. Articles of Incorporation Of R.M. Stark & Co., Inc., original and two (2) copies; and,
2. Certificate of Domestication Of R.M. Stark & Co., Inc., original and two (2) copies.

We are also enclosing our check number 3779 in the amount of \$233.75 representing the filing fee for filing the Articles of Incorporation (\$70.00), filing fee for filing the Certificate of Domestication (\$50.00), a certified copy of the Articles of Incorporation (\$52.50), a certified copy of the Certificate of Domestication (\$52.50), and a Certificate of Status (\$8.75).

561-243-3815
800-410-0704
FAX 561-243-6465
701 SOUTHEAST SIXTH AVENUE • SUITE 100
DELRAY BEACH, FLORIDA 33483

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 16 AM 8:23

Division Of Corporations

April 14, 1999

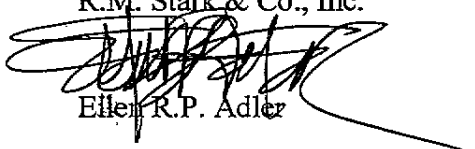
Page Two

Should you require any additional information or if I may be of any assistance, please do not hesitate to contact the undersigned.

Thank you for your courtesy and cooperation with the above.

Respectfully,

R.M. Stark & Co., Inc.



Ellen R.P. Adler

EPA:

Enclosures as indicated

Cc: Mr. Gary L. Stark, President/CEO
Mr. Henry Neifeld, Director of Compliance

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 16 AM 8:23

ARTICLES OF INCORPORATION
OF
R.M. STARK & CO., INC.

The undersigned incorporator to these Articles of Incorporation is a natural person competent to contract and hereby forms a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I – NAME

The name of the Corporation is R.M. STARK & CO., INC. (hereinafter the “Corporation.”)

ARTICLE II – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 701 Southeast Sixth Avenue, Delray Beach, Florida 33483.

ARTICLE III – SHARES

The maximum number of shares that the Corporation is authorized to issue and have outstanding at any one time is TWO MILLION (2,000,000) shares of common stock, each share having no par value.

**ARTICLE IV – INITIAL REGISTERED AGENT
AND STREET ADDRESS**

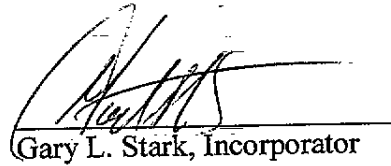
The name and Florida street address of the Corporation’s initial registered agent are: GARY L. STARK, 701 Southeast Sixth Avenue, Delray Beach, Florida 33483.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

GARY L. STARK
701 Southeast Sixth Avenue
Delray Beach, Florida 33483

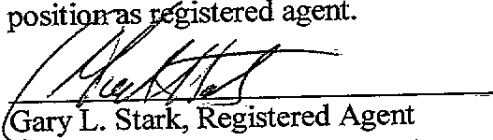
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged
and filed the foregoing Articles of Incorporation under the laws of the State of Florida
this ____ day of April, 1999.



Gary L. Stark, Incorporator

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

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. If 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.



Gary L. Stark, Registered Agent

4-14-99

Date

99 APR 16 AM 8:23

CERTIFICATE OF DOMESTICATION

OF

R.M. STARK & CO., INC.

1. The date on which R.M. STARK & CO., INC. (hereinafter the "Corporation") was first incorporated was September 29, 1988, under the name A.J. WEED & CO., INC., and the jurisdiction where the Corporation was first incorporated was the State of New York. The date on which the Certificate of Amendment to Certificate of Incorporation changing the name of the Corporation from A.J. WEED & CO., INC. to R.M. STARK & CO., INC. was filed was July 22, 1994, in the State of New York.

2. The name of the Corporation immediately prior to the filing of this Certificate Of Domestication was R.M. STARK & CO., INC.

3. The name of the Corporation as set forth in its Articles Of Incorporation filed in accordance with of Section 607.1801, paragraph (2)(b), of the Florida Business Corporation Act, is R.M. STARK & CO., INC.

4. The address and jurisdiction of the principal place of business of the Corporation immediately prior to the filing of this Certificate Of Domestication is 701 Southeast Sixth Avenue, Delray Beach, Florida 33483.

IN WITNESS WHEREOF, the undersigned, GARY L. STARK, the President, Chief Executive Officer, and Director of R.M. STARK & CO., INC., authorized to sign

this Certificate Of Domestication on behalf of the Corporation, has hereunto set his hand and seal under the laws of the State of Florida, this 14 day of April, 1999.

R.M. STARK & CO., INC.

By:


GARY L. STARK,
President, Chief Executive Officer, and
Director