

1st Virtual, Inc.

P99000099689

November 9, 1999

VIA UPS OVERNIGHT

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-11/10/99--01072--012
*****78.75 *****78.75

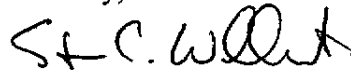
Re: **FIRST VIRTUAL BROKERAGE CORPORATION**

Dear Sir or Madam:

Enclosed for filing please find one original and one copy of Articles of Incorporation of First Virtual Brokerage Corporation. Also enclosed is (i) a Designation and Acceptance of Registered Agent and (ii) a check for \$78.75 in payment of the filing fee.

Upon filing, please send a certified copy of the Articles of Incorporation to me at the return address listed below. If you have any questions or need any further information, please do not hesitate to contact me at (561) 630-2169.

Sincerely,



Stephen C. Wilhoit

Enclosures

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99 NOV 10 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FIRST VIRTUAL BROKERAGE CORPORATION**

**ARTICLE I
CORPORATE NAME**

The name of this corporation is First Virtual Brokerage Corporation.

**ARTICLE II
PRINCIPAL OFFICE**

The address of the principal office and the mailing address of this corporation are 2000 PGA Boulevard, Suite 3110, Palm Beach Gardens, Florida 33408

**ARTICLE III
CAPITAL STOCK**

The total number of shares of all classes of capital stock that this corporation shall have authority to issue is One Thousand (1,000), all of which shall be shares of common stock, \$.01 par value per share. All of the common stock herein provided for, when issued, shall have unlimited voting rights, and the common stock shall have the right to receive the net assets of the corporation upon dissolution.

**ARTICLE IV
INDEMNIFICATION**

This corporation shall, to the fullest extent permitted by the provisions of Fla. Stat. §607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

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ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is 2000 PGA Boulevard, Suite 3110, Palm Beach Gardens, Florida 33408. The initial registered agent of this corporation at that office is Stephen C. Wilhoit.

ARTICLE VI
INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is Stephen C. Wilhoit, 2000 PGA Boulevard, Suite 3110, Palm Beach Gardens, Florida 33408.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on November 9, 1999.



Stephen C. Wilhoit
Incorporator

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

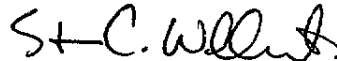
DESIGNATION

Pursuant to the provisions of Fla. Stat. §607.0501, 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 First Virtual Brokerage Corporation.
2. The name of the registered agent is Stephen C. Wilhoit.
3. The address of the registered agent/registered office is:

2000 PGA Boulevard, Suite 3110
Palm Beach Gardens, Florida 33408

FIRST VIRTUAL BROKERAGE CORPORATION



Stephen C. Wilhoit
Incorporator

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Date: November 9, 1999



Stephen C. Wilhoit
Registered Agent

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