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R.M. Stark & Co., Inc.
FULL SERVICE INVESTMENT BROKERS
Member NASD, MSRB, NFA, SIPC

December 11, 2001

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: **Stark Financial Advisers, Inc.**

Dear Clerk:

Enclosed please find an original and two (2) copies of the Articles of Incorporation for the above-referenced newly formed Florida corporation, Stark Financial Advisers, Inc. Kindly file the enclosed Articles of Incorporation and send us a certified copy of the Articles of Incorporation and a Certificate of Status for Stark Financial Advisers, Inc.

Enclosed is our check in the amount of \$52.50 to cover the costs as follows:

| | | |
|---------------------------|----|-------|
| Articles of Incorporation | \$ | 35.00 |
| Certified Copy Fee | | 8.75 |
| Certificate of Status | | 8.75 |


| | | |
|-------|----|-------|
| Total | \$ | 52.50 |
|-------|----|-------|

We are also enclosing a self-addressed Airborne Express envelope to expedite return of the certified/filed documents.

Should you require any additional information please do not hesitate to contact the undersigned. Thank you in advance for your courtesy and cooperation with the above.

Respectfully,

R.M. Stark & Co., Inc.


Ellen R.P. Adler
Legal

EPA:
Enclosures as indicated

900004724169--1
-12/14/01--01050--002
*****35.00 *****35.00

900004724169--1
-12/13/01--01021--004
*****52.50 *****52.50

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC 14 PM 1:52



R.M. Stark & Co., Inc.

FULL SERVICE INVESTMENT BROKERS

Member NASD, MSRB, NFA, SIPC

December 13, 2001

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Attention: Beth, Register

Re: **Stark Financial Advisers, Inc.**

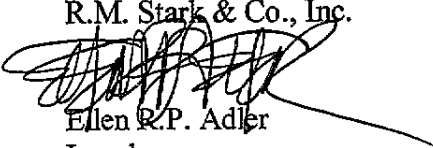
Dear Beth:

Thank you for your telephone call this morning. Enclosed please find our check for the additional Thirty Five Dollars (\$35.00) covering the cost of registration.

Should you require any additional information please do not hesitate to contact the undersigned. Again, thank you for your assistance in this matter.

Respectfully,

R.M. Stark & Co., Inc.



Ellen R.P. Adler
Legal

EPA:

Enclosures as indicated

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION
OF
STARK FINANCIAL ADVISERS, 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 STARK FINANCIAL ADVISERS, 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 ONE THOUSAND (1,000) shares of common stock, each share having no par value.

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

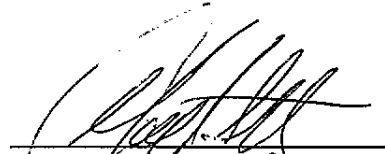
The name and Florida street address of the Corporation’s initial registered agent are: GARY L. STARK, 701 Southeast Sixth Avenue, Delray Beach, Florida 33483.

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

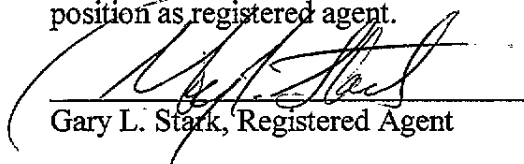
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 11th day of December, 2001.



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. 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.



Gary L. Stark, Registered Agent

December 11, 2001
Date