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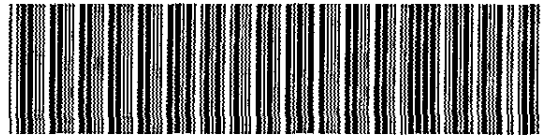
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



November 6, 2002

VIA OVERNIGHT DELIVERY

Registration Section
Division of Corporations
State of Florida
409 E. Gaines Street
Tallahassee, FL 32399

**RE: ARTICLES OF INCORPORATION – NON-PROFIT CORPORATION
FRIENDS OF RAYMOND JAMES, INC.**

Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for Friends of Raymond James, Inc. Also enclosed is our check numbered 000002410 in the amount of \$78.75 payable to the Department of State, Division of Corporations. This fee represents the filing fee, along with the charge for a Certified Copy.

Please return the Certified Copy to my attention in the enclosed envelope at your earliest convenience. If you have any questions, please contact me at (727) 567-5189.

Sincerely,

Michelle Rowbottom
Certified Legal Assistant

/mr

Enclosures

RAYMOND JAMES
FINANCIAL INC.

RAYMOND JAMES FINANCIAL CENTER LEGAL DEPARTMENT
880 Carillon Parkway P.O. Box 12749 St. Petersburg, Florida 33733-2749
Writer's Direct Dial: 727.567.5189 FAX 727.567.8053 email: mrowbottom@legal.rjf.com

ARTICLES OF INCORPORATION
OF
FRIENDS OF RAYMOND JAMES, INC.

(A Corporation, Not-for-Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

Article I - Name

The name of the Corporation shall be Friends of Raymond James, Inc.

Article II - Principal Office

The principal place of business and mailing address of this corporation shall be:

Physical Address: 880 Carillon Parkway
St. Petersburg, FL 33716

Mailing Address: Post Office Box 12749
St. Petersburg, FL 33733-2749

Article III - Purpose

Said corporation is organized exclusively for charitable purposes, including but not limited to such purposes, the making of distributions to and for financial relief of those distressed due to accident, illness, death or otherwise, or to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IV - Manner of Election

The initial Board of Directors of this corporation shall be appointed by the Chief Financial Officer of Raymond James Financial, Inc.

Article V -- Initial Directors/Officers

The names and addresses of the persons who are the initial Directors of the corporation are as follows:

<u>Names</u>	<u>Address</u>
John W. Smith	880 Carillon Parkway St. Petersburg, FL 33716
Elizabeth Eriksen	880 Carillon Parkway St. Petersburg, FL 33716
Marcia Lando	880 Carillon Parkway St. Petersburg, FL 33716

Article VI -- Prohibition of Distribution of Income

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VII -- Registered Agent

The name and address of the registered agent for this corporation is as follows:

Paul L. Matecki
Senior Vice President, Corporate Counsel
Raymond James Financial, Inc.
880 Carillon Parkway
St. Petersburg, FL 33716

Article VIII – Incorporator

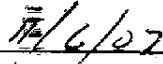
The name and address of the Incorporator is:

Paul L. Matecki
Senior Vice President, Corporate Counsel
Raymond James Financial, Inc.
880 Carillon Parkway
St. Petersburg, FL 33716

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature / Registered Agent
Paul L. Matecki



Date 11/6/02



Signature / Incorporator
Paul L. Matecki



Date 11/6/02

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA