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SUPLEE & SHEA, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

T. Raymond Suplee, CPA
Norman J. Shea, III, CPA
Thomas R. Cramer, CPA
Joseph E. Rocklein, III, CPA

January 14, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200003102672--5
-01/19/00--01061--006
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find Articles of Incorporation and check for the fee in the amount of \$78.75 for the filing of the following new Florida corporation:

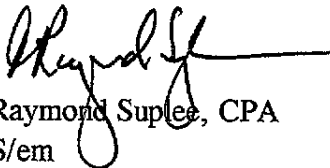
NTRS, Inc.

Please return the filed corporate papers to:

Suplee & Shea, P.A.
800 S. Osprey Ave.
Sarasota, FL 34236.

Thank you for your cooperation in this matter.

Sincerely,



T. Raymond Suplee, CPA
TRS/em
Encl.

FILED
2000 JAN 19 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell JAN 26 2000

FILED
2000 JAN 19 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NTRS, 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.

ARTICLE I. NAME

The name of the corporation shall be: NTRS, Inc.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of 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 of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, having a One and 00/100 Dollar (\$1.00) par value.

ARTICLE IV. ADDRESS

The street address of the Corporation is 3505 Almeria Avenue, Sarasota, FL 34239. The street address of the initial registered office of the corporation shall be c/o First Security Financial Advisors, Inc., 8830 S. Tamiami Trail, Suite 140, Sarasota, FL 34238 and the name of the initial registered agent of the corporation at that address is Thomas A. Suplee.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the Regulations issued thereunder. Such action as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers, initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the By-Laws.

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Paige Resh Suplee

3505 Almeria Avenue
Sarasota, FL 34239

IN WITNESS WHEREOF, The undersigned has hereunto set his hand and seal
on the 14 day of JANUARY, 2000.

Paige Resh Suplee
Paige Resh Suplee

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that the foregoing was acknowledged before me this
14 Day of JANUARY, 2000, by PAIGE RESH SUPLEE, who
is personally known to me or has produced _____ as
identification.

Elisabeth Meyer



I am a Notary Public in and for the State of
Florida and my commission expires
10-10-2003.

FILED

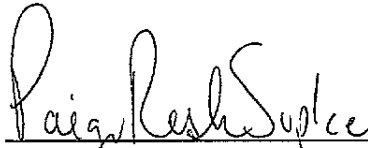
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

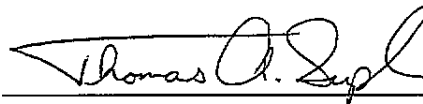
The following is submitted in compliance with chapter 48.091
Florida Statutes.

NTRS, Inc., a corporation organized under the laws of the State of Florida, with its principal office at 3505 Almeria Avenue, Sarasota, FL 34239 has named Thomas A. Suplee, located at c/o First Security Financial Advisors, Inc. 8830 S. Tamiami Trail, Suite 140 Sarasota, FL 34238, as its registered agent at said initial registered office, to accept service of process within this State.



Paige Resh Suplee, Subscriber

Having been named to accept service of process for the above 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.



Thomas A. Suplee, Registered Agent