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July 21, 2000

FILED  
00 JUL 24 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

RE: Articles of Incorporation - High Mark Advisory Services

300003333263--3  
-07/24/00--01095--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen:

Enclosed herewith for filing please find the executed original Articles of Incorporation with the Certificate Designating Resident Agent attached. A check in the amount of \$70.00 is also enclosed for filing fees in this regard.

It would be appreciated if you would furnish us with confirmation of filing.

Thank you for your assistance with this matter.

Sincerely,



Peter J. Munson

D. BROWN JUL 27 2000

**ARTICLES OF INCORPORATION**  
**OF**  
**HIGH MARK ADVISORY SERVICES, INC.**

**FILED**  
00 JUL 24 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I - Name**

The name of the corporation is High Mark Advisory Services, Inc.

**ARTICLE II - Principal Office  
and Mailing Address of the Corporation**

The address of the principal office of the corporation and its mailing address is 500 South Florida Avenue, Suite 240, Lakeland, FL 33801.

**ARTICLE III - Commencement and Duration**

The corporation is to commence its corporate existence effective immediately, and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE IV - Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V - Stock**

The corporation is authorized to issue seven thousand five hundred (7,500) shares of \$1.00 par value common stock, which shares shall be a single class.

**ARTICLE VI - Preemptive Rights**

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price offered to others, a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not of unissued

shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof.

#### ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial director who shall hold office until his successors, who shall be chosen at the first meeting of the stockholders have qualified, shall be:

<u>Name</u>	<u>Business Address</u>
John J. Pennachio	500 South Florida Avenue, Suite 240 Lakeland, FL 33801
Heath A. Lehman	500 South Florida Avenue, Suite 240 Lakeland, FL 33801

#### ARTICLE VIII - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### ARTICLE IX - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE X - Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XI - Incorporator

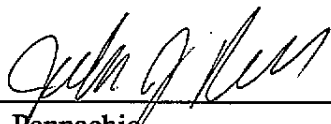
The name and address of the Incorporator to these articles of incorporation are:

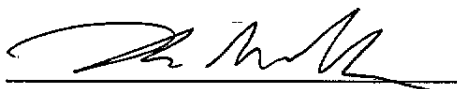
<u>Name</u>	<u>Address</u>
John J. Pennachio	500 South Florida Avenue, Suite 240 Lakeland, FL 33801
Heath A. Lehman	500 South Florida Avenue, Suite 240 Lakeland, FL 33801

ARTICLE XII - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 500 South Florida Avenue, Suite 240; Lakeland, FL 33801 and the name of the initial registered agent of the corporation at that address is John J. Pennachio.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 0 day of July, 2000.

  
\_\_\_\_\_  
John J. Pennachio (SEAL)


  
\_\_\_\_\_  
Heath A. Lehman (SEAL)

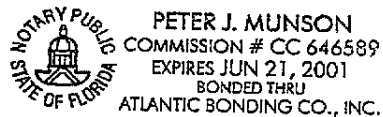
STATE OF FLORIDA  
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared John J Pennachio and Heath A. Lehman, who ~~[ ]~~ is personally known to me or who [ ] has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 17 day of July, 2000, at Lakeland, Florida.

(NOTARIAL SEAL)

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large  
My Commission Expires:



To: The Department of State  
Tallahassee, Florida 32304

FILED  
00 JUL 24 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

In compliance with Section 607.0501 of the Florida General Corporation Act, the following  
is submitted:

HIGH MARK ADVISORY SERVICES, INC., with its place of business at 500 South Florida  
Avenue, Suite 240; Lakeland, FL 33801, has named John J. Pennachio located at 500 South Florida  
Avenue, Suite 240; Lakeland, FL 33801, as its agent to accept service of process within Florida.

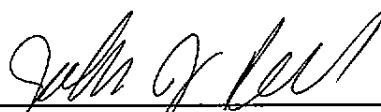
Dated: July 17, 2000.



Heath A. Lehman  
Vice President

Having been named to accept service of process for the above-stated 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,  
and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General  
Corporation Act.

Dated July 17, 2000.



John J. Pennachio  
Registered Agent