



THE UNITED STATES  
CORPORATION  
COMPANY

00000085521

ACCOUNT NO. : 072100000032

REFERENCE : 825882 7199111

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 78.75

ORDER DATE : September 11, 2000

ORDER TIME : 10:36 AM

ORDER NO. : 825882-005

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CUSTOMER NO: 7199111

CUSTOMER: Seth E. Ellis, Esq  
The Law Offices Of Seth E.  
Ellis, P.a.  
Suite 290  
2600 North Military Trail  
Boca Raton, FL 33433

DOMESTIC FILING

NAME: H.S. BARON FINANCIAL ADVISERS,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

*gn 9/11/00*

*File 184*

RECEIVED  
00 SEP 11 AM 11:40  
DIVISION OF CORPORATION  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 11 PM 12:38

EFFECTIVE DATE

9/7/00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 SEP 11 PM 12:38

**ARTICLES OF INCORPORATION**

**OF**

**H.S. BARON FINANCIAL ADVISERS, INC.**

The undersigned incorporator for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The name of the corporation is H.S. BARON FINANCIAL ADVISERS, INC., a Florida Corporation (the "Corporation").

SECOND: The principal office address and mailing address of the Corporation is: 2750 North 29th Ave., Hollywood, Florida 33020.

THIRD: The Corporation is authorized to issue 100 shares of common stock, par value \$.01 per share.

FOURTH: The street address of the initial registered office of the Corporation is: c/o LAW OFFICES OF SETH E. ELLIS, P.A., 2600 North Military Trail, Suite 290, Boca Raton, Florida 33431, and the registered agent at this address is: Seth E. Ellis, Esq.

FIFTH: The name and address of the incorporator of the Corporation is: SETH E. ELLIS, 2600 North Military Trail, Suite 290, Boca Raton, Florida 33431.

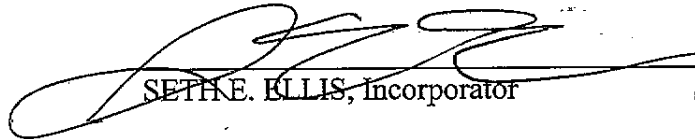
SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

SEVENTH: The Corporation shall have ONE director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than ONE. The name and address of the initial director of the Corporation is:

HOWARD S. BARON  
2750 North 29th Ave., Hollywood, Florida 33020

EIGHTH: The corporate existence of the Corporation shall be perpetual, unless dissolved according to law, commencing on the 7<sup>th</sup> day of September, 2000.

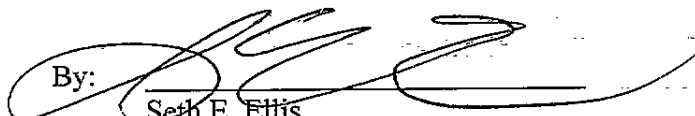
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9 day of Sept., 2000.

  
SETH E. ELLIS, Incorporator

**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 11 PM 12:38

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

By:   
Seth E. Ellis,  
Authorized Representative