

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

ROOSEVELT CAPITAL MANAGEMENT, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
ROOSEVELT CAPITAL MANAGEMENT, INC.**

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

ROOSEVELT CAPITAL MANAGEMENT, INC.

SECOND: The initial principal office or mailing address of the Corporation is:

c/o Ryan Beck
3801 PGA Blvd., Suite 800
Palm Beach Gardens, Florida 33410

THIRD: The aggregate number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock, and the par value of each such share shall be One Cent (\$.01). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

3001 Tamiami Trail N., 4th Floor
Naples, Florida 34103

and the name of the Corporation's initial registered agent at such address is:

CLASP Inc.

FIFTH: The name and address of the sole incorporator of the Corporation is:

William D. Roosevelt
3801 PGA Blvd., Suite 800
Palm Beach Gardens, Florida 33410

SIXTH: The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The number of Directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the person to serve as the sole member of the Board of Directors of the Corporation until the first annual meeting of the Shareholders of the Corporation, or until his successor has been elected and qualifies, is as follows:

Prepared by Joel H. Schechter, Esq.
Cummings & Lockwood
P.O. Box 413032
Naples, Florida 34101
(941) 649-3128
Florida Bar No. 008644

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William D. Roosevelt
3801 PGA Blvd., Suite 800
Palm Beach Gardens, Florida 33410

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 13th day of October, 2000.

Incorporator

By: 
William D. Roosevelt

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

1. The name of the corporation is: ROOSEVELT CAPITAL MANAGEMENT, INC.
2. The name and address of the registered agent and office is:

CLASP Inc.
3001 Tamiami Trail N., 4th Floor
Naples, Florida 34103

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.

Registered Agent

CLASP Inc.

By:  Joel H. Schechter, President

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