

P00000101633

NEXTRADE HOLDINGS, INC.

301 South Missouri Avenue
Clearwater, Florida 33756
(727) 446-6660
Facsimile (727) 441-8880

October 20, 2000

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

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-10/30/00--01027--008
*****87.50 *****87.50

Re: *Articles of Incorporation of Electronic Risk Management, Inc.*

To Whom It May Concern:

Enclosed please find Electronic Risk Management, Inc.'s Articles of Incorporation, two copies and a check in the amount of Eighty Seven and 50/100 dollars (\$87.50) for the filing fee, a certified copy, and a certificate of status. Should you have any questions regarding this or any other matter, please contact me at (727) 443-3934. Thank you for your assistance.

Sincerely,

Melinda A. McLane

Melinda A. McLane
Assistant General Counsel
NexTrade Holdings, Inc., and
NexTrade, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 27 AM 11:50

cf 10/30/00

ARTICLES OF INCORPORATION

00 OCT 27 AM 11:50

FOR

ELECTRONIC RISK MANAGEMENT, INC.

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

Article I: Name

The name of the corporation shall be: Electronic Risk Management, Inc.

Article II: Principal Office

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

1100 Cleveland Street
Suite 1000
Clearwater, Florida 33755

Article III: Purpose

The corporation may transact any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

Article IV: Shares

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100), all of which shall be common shares with a par value of \$0.01 per share.

Article V: Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

John M. Schaible
301 South Missouri Avenue
Clearwater, Florida 33756

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 OCT 27 AM 11:50

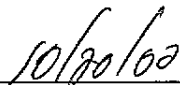
Article VI: Incorporator

The names and street address of the incorporator to these Articles of Incorporation is:

John M. Schaible
301 South Missouri Avenue
Clearwater, Florida 33756



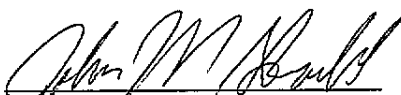
John M. Schaible



Date

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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.



John M. Schaible



Date